

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

INDEX #
100682/2025

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In the Matter of the Petition of MALCOLM GERARD CESAR, as Sole Trustee of the Les Maîtres d'Art Haïtiens Trust, For an Order Appointing a Fiduciary Auctioneer for the Purpose of Disposing of Certain Trust Assets.

LES MAÎTRES D'ART HAÏTIENS TRUST,

Malcolm Gerard Cesar, as Trustee,

Petitioner.
____X

PETITION FOR APPOINTMENT OF A COURT-APPROVED AUCTIONEER PURSUANT
TO TRUST INSTRUMENT

TO THE HONORABLE JUDGE OF SAID COURT:

COMES NOW, Malcolm Gerard Cesar, as Trustee of Les Maîtres d'Art Haïtiens Trust (the "Trust"), and respectfully submits this Petition for the Judicial Appointment of a Court-Approved Auctioneer. In support of this Petition, Petitioner states as follows:

I. INTRODUCTION

The Les Maîtres d'Art Haïtiens Trust is a charitable trust duly established under the laws of the State of New York for the express purpose of preserving, exhibiting, and promoting Haitian art for the benefit of the public and future generations. The Trust is committed to fostering global appreciation of Haitian culture, history, and artistic heritage by advancing educational initiatives, supporting underserved communities, and addressing urgent global concerns, including disaster relief, poverty reduction, and access to education.

Pursuant to the governing Trust instrument—specifically Article VI, § 6.01, which authorizes the sale of artwork with the requirement that net proceeds be applied exclusively to charitable purposes, and Article X, §§ 10.28, 10.43(a), 10.44(b), and 10.48(a), which vest the Trustee with the authority to engage auxiliary personnel, initiate fiduciary proceedings, seek judicial supervision, and request the appointment of a neutral third-party facilitator—The Trustee respectfully petitions this Court for the appointment of a qualified, impartial fiduciary auctioneer of the Court's choosing to oversee the disposition of the Trust's valuable artworks. Such appointment will ensure that the process is conducted with transparency, neutrality, and in full

compliance with fiduciary standards, thereby maximizing public benefit and furthering the Trust's charitable objectives.

II. PARTIES AND JURISDICTION

Petitioner is the sole Trustee of the Les Maîtres d'Art Haïtiens Trust, a charitable trust organized and operating under the laws of the State of New York, with its principal place of administration at 1280 Lexington Ave FRNT 2 #1176, New York, NY 10028. Venue is proper in New York County, as the Trust is administered within this County and the assets to be sold are located here. The Court has subject matter jurisdiction pursuant to EPTL § 8-1.1 and CPLR Article 4, and retains general equitable authority over charitable trusts.

III. REQUEST FOR COURT-APPOINTED FIDUCIARY AUCTIONEER

Petitioner respectfully requests this Court's approval for the appointment of a neutral fiduciary auctioneer to be selected by the Court to oversee the judicially supervised sale of artwork owned by the Les Maîtres d'Art Haïtiens Trust. While the Trustee is empowered under the governing Trust Agreement to administer Trust assets and is bound by a robust conflict of interest policy, this request is made to promote maximum transparency, avoid any appearance of impropriety, and ensure that the auction process adheres to the highest fiduciary standards. Appointment of a Court-selected fiduciary auctioneer will reinforce public confidence in the administration of the Trust and further its charitable objectives.

Specifically:

1. Article VI, § 6.01 authorizes the auction of paintings, provided that net proceeds are dedicated exclusively to charitable purposes;
2. Article X, § 10.28 empowers the Trustee to employ or engage personnel, including a court-appointed commissioner, to facilitate the sale or auction of Trust assets through established auction houses;
3. Article X, § 10.43(a) allows the Trustee to submit fiduciary petitions seeking court approval for the auction, sale, or transfer of significant Trust assets;
4. Article X, § 10.44(b) enables the Trustee to petition the Supreme Court of the State of New York for judicial oversight and appointment of a commissioner to facilitate such sale

or auction; and

5. Article X, § 10.48(a) further authorizes the Trustee to seek appointment of a neutral third party, such as a court-appointed commissioner, to conduct the sale of Trust property.

IV. STATEMENT OF FACTS

The *Les Maîtres d'Art Haïtiens Trust* holds a collection of post-war and contemporary Haitian paintings by underrepresented artists. The collection originated from a private holding and was transferred into the Trust at its formation in February 2025. It represents a carefully curated body of work reflecting contributions to Haitian visual culture.

Following the establishment of the Trust, the Trustee determined that a portion should be sold to advance the Trust's charitable mission. Proceeds from the sale will be used to support public benefit programs, educational initiatives, and international relief efforts aligned with the Trust's founding objectives.

In recognition of the collection's substantial cultural and financial value, and to ensure the highest standards of transparency, impartiality, and public accountability, the Trustee seeks judicial supervision of the sale. To that end, the Trustee respectfully petitions the Court to authorize the appointment of a neutral fiduciary auctioneer.

This proceeding is brought to formally initiate the sale process, safeguard the Trust's integrity, and ensure that the proceeds are used to achieve maximum charitable impact in service of the public interest.

V. RELIEF SOUGHT AND FIDUCIARY SELECTION

Petitioner respectfully requests that this Court appoint a Part 36 eligible designee, as the fiduciary auctioneer for the Trust's proposed artwork sale.

Petitioner respectfully requests that the Court authorize the appointed fiduciary auctioneer to conduct the necessary appraisals of the trust's assets, ensuring that each asset is accurately valued for the auction process. The appointed fiduciary shall oversee the auction process and provide regular reports to the Court on findings, progress, and any material developments. This

request is made to ensure that the auction is conducted in a transparent manner and in full compliance with all applicable fiduciary standards.

In addition, Petitioner respectfully requests that the Court waive any commission or compensation owed to the fiduciary auctioneer, in accordance with Trust instrument, to maximize the proceeds for charitable purposes, consistent with the Trust's mission. This waiver will ensure that every dollar of the proceeds directly supports the Trust's charitable beneficiaries, furthering the Trust's commitment to public service and cultural preservation.

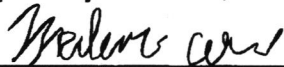
VII. PRAYER FOR RELIEF

WHEREFORE, Petitioner respectfully requests that this Court enter an Order:

- a. Appointing a fiduciary auctioneer to oversee the disposition of Trust-owned paintings in accordance with the terms of the Trust and under judicial supervision;
- b. Authorizing said fiduciary auctioneer to conduct or supervise the auction process, and ensuring compliance with all Trust provisions;
- c. Authorizing that all net proceeds from the auction be distributed solely to charitable purposes, as stipulated in Article VI, § 6.01(a) and Article III of the Trust;
- c. Authorizing the fiduciary to conduct necessary appraisals of the Trust's assets, ensuring that each asset is accurately valued for the auction process;
- d. Waiving any commission or fees, if appropriate and in accordance with the Trust's goals of maximizing charitable benefit;
- e. Granting such other and further relief as the Court may deem just, proper, and necessary to facilitate the proper administration of the Trust and its charitable mission.

Dated: May 16th, 2025
New York, New York

Respectfully submitted,



Malcolm Gerard Cesar
Sole Trustee, Les Maîtres d'Art Haïtiens Trust
1280 Lexington Ave FRNT 2 1176
New York, NY 10028
478-972-5847
cmalcolm144@gmail.com

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Form CHAR410 Online For new registrations, Amendments, and Re-registrations	Registration Statement for Charitable Organizations New York State Office of the Attorney General Charities Bureau - Registration Section 28 Liberty Street New York, NY 10005 www.charitiesnys.com	Open to Public Inspection
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Type of Filing:	☐ Registration	☒ Amendment	☐ Re-Registration
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1. Name of Charity Les Maitres d'Art Haitiens Trust		5. EIN 332947096	
2. c/o Name (if applicable)		6. Website	
3. Mailing address (Number and street) 1280 Lexington Ave FRNT 2 Apt 1176	Room/suite	7. Primary contact Malcolm G Cesar	
City or town, state or country and ZIP+4 New York, New York, 10028, United States		Title Trustee	
4. Principal address (Number and street)	Room/suite	Phone 478-972-5847	Primary Contact Email cmalcolm144@gmail.com
City or town, state or country and ZIP+4		Organization Email cmalcolm144@gmail.com	

1. Name		4. Title	
2. Name of Firm		5. Phone	
3. Mailing address (Number and street)		Room/suite	6. Email
City	State/Province	Postal Code	Country
7. Alternate Email			

1. Does the organization conduct activity (other than soliciting) in New York State?	☒ Yes ☐ No
2. When did the organization begin conducting activity?	18/02/2025
3. Does the organization maintain assets in New York State?	☒ Yes ☐ No
4. Does the organization solicit, or plan to solicit or receive more than \$25,000 in total contributions from New York State residents, foundations, corporations or government agencies?	☐ Yes ☒ No
5. If already soliciting, when did this activity begin?	
6. Does the organization contract with or plan in the future to contract with a professional fundraiser or fundraising counsel?	☒ Yes ☐ No

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1. Does the organization receive substantially all of its contributions from a government agency to which it submits annual financial reports? ☐ Yes ☐ No
2. Does the organization receive an allocation from a federated fund, United Way or incorporated community appeal? ☐ Yes ☐ No
3. Is the organization a government agency, controlled by a government agency, the U.S. Congress or New York State Legislature? ☐ Yes ☐ No
4. Was the organization formed for religious purposes? ☐ Yes ☐ No
5. Is the organization incorporated under the New York State Education Law? ☐ Yes ☐ No
6. If the organization is an educational institution, does it limit solicitation of contributions to the student body, alumni, faculty, trustees and their families? ☐ Yes ☐ No
7. Is the organization an educational institution or museum that files annual financial reports with the Board of Regents of the State University of New York or an agency with similar responsibilities in another state? ☐ Yes ☐ No
8. Is the organization a historical society chartered by the Board of Regents of the State University of New York?
 - 8a. Does the organization solicit contributions only from its membership? ☐ Yes ☐ No
9. Is the organization a library that files annual financial reports as required by the NYS Department of Education? ☐ Yes ☐ No
10. Is the organization a hospital, skilled nursing facility or diagnostic/treatment center? ☐ Yes ☐ No
11. Is the organization a membership organization?
 - 11a. Does the organization solicit contributions only from its membership? ☐ Yes ☐ No
12. Is the organization a volunteer firefighters or volunteer ambulance service organization? ☐ Yes ☐ No
13. Is the organization a veterans' organization, volunteer firefighters, volunteer ambulance corps, or an auxiliary of such organization and is its fundraising performed only by its members without direct or indirect compensation? ☐ Yes ☐ No
14. Is the organization a police department, sheriff's department or other government law enforcement agency? ☐ Yes ☐ No
15. Is the organization a law enforcement support organization that only solicits contributions from its members? ☐ Yes ☐ No
16. Is the organization a cemetery corporation subject to Article 15 of the NYS Not-for-Profit Corporation Law? ☐ Yes ☐ No
17. Is the organization a PTA affiliated with an educational institution subject to the jurisdiction of the NYS Education Department? ☐ Yes ☐ No
18. Is the organization incorporated under Article 43 of NYS Insurance Law? ☐ Yes ☐ No

Based on initial and exemption review, the organization is required to register under: Executive Law 7-A and The Estates, Powers & Trusts Law 8-1.4

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1. What type of organization is it? Trust			
a. Does the organization have Federal tax exemption status? No Which status?		d. Was the organization ever denied tax exempt status? No	
b. Has the organization applied for tax exemption status? No When did it apply?		e. Has the organization had its tax exempt status revoked? No When was it revoked?	
c. Organization's fiscal year end 12/31		f. When was the organization incorporated or formed? 02/18/2025 State in which incorporated or formed New York	
2. List all chapters, branches and affiliates of your organization (For additional rows, please use Appendix)			
Organization Name		Relationship	Mailing address (number and street, room/suite, City or town, state or country and zip+4)
3. List all officers, directors, trustees, key persons/key employees (For additional rows, please use Appendix)			
Name	Title	Mailing address (number and street, room/suite, city or town, state or country and zip+4)	Email
Malcolm Cesar	TRUSTEE	1280 Lexington Ave FRNT 2 Apt 1176, New York, New York, 10028, United States	cmalcolm144@gmail.com
4. Other Names, Previous Names, and Registration Numbers			
a. Names/DBA/Assumed Names		c. Previous organization names	
b. Prior New York State charities registration numbers			

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5. Describe the organization's charitable purposes

Promote Haitian art and culture, support art education, empower artists, and aid global charitable causes.

6. Has the organization been prohibited by a government agency or court from soliciting contributions?

☐ Yes ☒ No

7. Have any of the organization's officers, directors, trustees, key persons/key employees been prohibited by a government agency or court from soliciting contributions?

☐ Yes ☒ No

8. Has the organization or its officers, directors, trustees, key persons/key employees been found in violation of any law in soliciting for a charity?

☐ Yes ☒ No

9. Has the organization or its officers, directors, trustees, key persons/key employees ever entered into any agreement with any regulatory body regarding its conduct in connection with any fundraising activity or misappropriation or misuse of the organization's money or property?

☐ Yes ☒ No

10. Has the organization's registration or license been suspended by a government agency?

☐ Yes ☒ No

11. Does the organization solicit or plan to solicit contributions in New York State?

☒ Yes ☐ No

solicitation aims to raise funds to support the Les Matrices d'Art Haïtiens Trust in preserving and promoting Haitian culture and artistry. The funds will be used to:

Expand programs supporting Haitian artists and cultural initiatives.

Provide operational support for the Trust's activities, including staffing and outreach.

Facilitate community engagement through exhibitions, workshops, and educational projects.

Donations will directly contribute to preserving Haiti's artistic heritage and empowering its creative community.

12. Has the organization engaged fundraising professionals for fundraising in New York State?

☐ Yes ☒ No

Name	Type of FRP (see instructions for definitions)	Mailing address (number and street, room/suite, city or town, state or country and zip+4)	Dates of contract
	PFR ☐ FRC ☐		Start date: End date:
	PFR ☐ FRC ☐		Start date: End date:
	PFR ☐ FRC ☐		Start date: End date:

13. Does the organization have a conflict of interest policy?

☒ Yes ☐ No

14. Does the organization have a whistleblower policy?

☒ Yes ☐ No

15. Attached organization's required documents:

- ☒ Certificate of incorporation, including amendments or other organizing document
- ☒ Bylaws or other organizing document
- ☐ Other organizing documents (if applicable)

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Organization Name	Relationship	Mailing address

Name	Title	Mailing address	Email

Names/DBA/Assumed Names	

Previous organization Name	

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I certify under penalty for perjury that I reviewed this Registration Statement, including all schedules and attachments, and to the best of my knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this statement.

Role	First Name	Last Name	Title	Email Address
President or Authorized Officer/Trustee	Malcolm	Cesar	TRUSTEE	cmalcolm144@gmail.com
Chief Financial Officer or Treasurer				

Signature of President or
Authorized Officer/Trustee

Signed by:

Malcolm Cesar

4/6/2025

Signature of Chief Financial
Officer or Treasurer

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Prepared By:**Name: Malcolm Gerard Cesar, TTEE****Title: Trustee, Les Maîtres d'Art Haïtiens Trust****EIN: 33-2947096****Address: 1280 Lexington Ave FRNT 2 #1176,
New York, NY 10028, United States**

IRREVOCABLE ART COLLECTION TRUST AGREEMENT FOR CHARITABLE PURPOSES AND AUCTION PROCEEDS DISTRIBUTION

This Agreement of Trust is made and entered into this 18th Day of February, 2025 by and between:

Grantor:**Malcolm Gerard Cesar****1280 Lexington Ave FRNT 2 #1176, New York, NY 10028, United States****(Hereinafter referred to as the "Grantor")****AND****Trustee(s):****Malcolm Gerard Cesar****1280 Lexington Ave FRNT 2 #1176, New York, NY 10028, United States****(Hereinafter referred to as the "Trustee(s)")****WITNESSETH:**

WHEREAS, the Grantor, acknowledging the cultural and historical significance of Haitian paintings, seeks to establish a charitable trust under New York law to preserve, exhibit, and promote Haitian art for the benefit of the public and future generations;

WHEREAS, the Grantor empowers the Trustee(s) to prudently sell, auction, or liquidate Trust Assets, ensuring each action aligns with the Trust's mission, maximizes value, and honors the Grantor's intent.

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WHEREAS, the Grantor is dedicated to advancing global appreciation of Haitian culture, history, and art by fostering education, supporting underserved communities, and addressing critical global challenges, including disaster relief, poverty, and access to education;

WHEREAS, the Grantor intends to irrevocably transfer assets to the Trustee(s) to support the charitable purposes outlined herein, and the Trustee(s) accept the responsibility to administer the Trust in full compliance with this Agreement;

WHEREAS, the Trustee(s) acknowledge and accept their fiduciary duty to manage, preserve, and distribute Trust Assets solely for the charitable purposes set forth herein, ensuring full compliance with applicable laws, and directing all proceeds toward advancing the Trust's mission.

NOW, THEREFORE, in consideration of the mutual promises, covenants, and undertakings set forth in this Agreement, and in furtherance of the charitable purposes described herein, the Grantor and the Trustee(s) mutually agree to create, establish, and administer the Les Maîtres d'Art Haïtiens Trust under the terms and conditions contained herein.

ARTICLE I - CREATION OF TRUST

§ 1.01 - Creation of Trust

- (a) The Grantor irrevocably transfers, conveys, and assigns to the Trustee all property described in Schedule A attached hereto. This property constitutes the initial assets of the Trust ("Trust Property"). The Trustee acknowledges and accepts the responsibility to hold, manage, and administer this property in accordance with the terms and conditions of this Agreement. This transfer and the management of the Trust Property shall be in full compliance with the New York Estates, Powers, and Trusts Law (EPTL), particularly EPTL § 7-1.9, which governs the creation and operation of irrevocable trusts in the state of New York.

§ 1.02 - Addition of Property to the Trust

- (a) The Grantor, or any other authorized party, may add new property to this irrevocable Trust, subject to the following conditions:
 - (1) The newly added property shall be described and documented in a revised Schedule A, which shall be attached to this Agreement and incorporated as part of the Trust. Any such transfer of property shall be executed in compliance with EPTL § 7-1.9 and shall not affect the irrevocable nature of the Trust.
 - (2) The Trustee shall acknowledge and accept responsibility for the newly added property and agree to manage and administer it under the same terms and conditions outlined in this Agreement, in accordance with the duties and powers set forth under EPTL § 11-2.3, which mandates the Trustee's fiduciary duties and prudent management of Trust assets.

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- (3) Any addition of property to the Trust shall be executed with the understanding that it is subject to the charitable purposes of the Trust, as defined in EPTL § 8-1.1, which governs the use and administration of charitable trusts in New York State.
- (4) All property, whether initially transferred or subsequently added, shall be held and managed exclusively for the charitable purposes described in this Agreement and in full compliance with the relevant provisions of New York law governing charitable trusts. Specifically, such property must be administered in accordance with the requirements of EPTL § 8-1.1 and EPTL § 8-1.4, ensuring that all distributions and actions taken by the Trustee advance the charitable mission and objectives of the Trust.

§ 1.03 - Governing Law

- (a) This Trust, including its administration and the addition of new property, shall be governed by the laws of the State of New York, including all applicable provisions of the New York Estates, Powers, and Trusts Law (EPTL), and other relevant state statutes and regulations governing charitable trusts. The Trustee shall comply with all applicable fiduciary standards and requirements as set forth under New York law.

ARTICLE TWO: Name of the Trust

§ 2.01 - Designation

- (a) The trust shall be known as the Les Maîtres d'Art Haïtiens Trust (hereinafter referred to as the "Trust").

ARTICLE THREE: Purpose of the Trust

§ 3.01 - Charitable Purpose

- (a) The primary purpose of the Les Maîtres d'Art Haïtiens Trust is to exclusively promote and support charitable activities in accordance with New York State Charities regulations, ensuring full compliance with all applicable laws governing nonprofit entities, including maintaining tax-exempt status, as outlined below. This commitment underscores our dedication to adhering to legal and regulatory requirements, guaranteeing transparency and accountability in all activities and funding within the state:

The Trust shall operate exclusively for charitable purposes in compliance with Article 7-A of the New York State Executive Law and any applicable New York State laws governing charitable organizations.

ARTICLE FOUR: Legal and Regulatory Compliance

§ 4.01 - Compliance with New York State Law

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- (a) The Trustee shall fully comply with all applicable provisions of New York State law governing charitable organizations, including but not limited to the New York State Not-for-Profit Corporation Law (NPCL), the Charitable Solicitation Law under Article 7-A of the Executive Law, and any related regulations issued by the New York State Attorney General's Charities Bureau.

§ 4.02 - Trustee Obligations

To meet these obligations, the Trustee shall:

- (a) File required annual reports, including the CHAR500 form, and submit financial disclosures to the New York State Attorney General's office to maintain transparency and accountability.
- (b) Provide itemized acknowledgments for all donations as required by Section 172-b of the Executive Law, ensuring compliance for tax purposes.
- (c) Maintain accurate and detailed records of all contributions, expenditures, and solicitation activities in accordance with Article 7-A requirements.
- (d) Comply with all rules governing the solicitation of charitable contributions, including proper registration with the state and required disclosures during solicitations.
- (e) Retain qualified legal and financial advisors to ensure timely, accurate filing of tax returns, operational reports, and charitable disclosures.

§ 4.03 - Compliance with Charitable Trust Laws

The Trust shall remain in strict compliance with New York State statutes governing nonprofit operations, tax-exempt status, and fundraising activities. The Trust further commits to upholding the highest standards of transparency, accountability, and public trust in its operations.

§ 4.04 - Trustee Responsibilities

The Trustee(s) shall ensure compliance with all applicable laws, regulations, and tax-exemption requirements concerning charitable trusts in the State of New York. The Trustee(s) shall ensure that all Trust activities align with the Trust's status as a tax-exempt charitable organization under applicable law.

§ 4.05 - Trustee Duties

The Trustee(s) shall have the following duties:

- (a) To administer the Trust in accordance with the terms of this Trust Agreement and applicable law.
- (b) To act in good faith and with prudence and diligence in all matters relating to the Trust.
- (c) To keep accurate and complete records of all Trust transactions.
- (d) To file any required tax returns and other reports.
- (e) To act impartially and in the best interests of the Trust and its beneficiaries.

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ARTICLE FIVE: Trust Assets

§ 5.01 - Composition of Trust Assets

The Trust Assets shall consist of the following:

- (a) Twenty (20) paintings, each of profound cultural, historical, and artistic significance, shall be preserved, maintained, and exhibited in strict accordance with this Agreement. The primary objective is to safeguard their heritage for the benefit of the public. The Trustee(s) shall ensure that the paintings are handled with the utmost care, maintaining their integrity and significance. Should an auction be necessary, it must adhere strictly to the provisions outlined in this Agreement, including all specified conditions and limitations governing their sale or transfer.
- (b) Any other property, cash, or investments transferred to the Trust by the Grantor or any other source, to be held in trust for the charitable purposes set forth herein.

§ 5.02 - Trustee Responsibilities

The Trustee(s) shall bear the fiduciary responsibility to preserve, protect, and manage the Trust Assets with the requisite degree of care, ensuring the proper maintenance, restoration, and exhibition of the Trust's assets in full compliance with the terms set forth in this Agreement.

ARTICLE SIX: Auction of Paintings and Use of Proceeds

§ 6.01 - Authorization of Auction

The auction of the Twenty (20) paintings is expressly authorized under the following conditions:

- (a) The net proceeds from the auction of the paintings shall be exclusively dedicated to charitable purposes as set forth in ARTICLE THREE of this Agreement. The Trustee(s) shall ensure the proceeds are used solely for charitable organizations or causes specified within the Trust and shall ensure no portion of the proceeds benefits any individual or non-charitable entity.
- (b) The auction may be conducted by reputable and recognized auction houses, including but not limited to Sotheby's and Christie's, following their standard practices and procedures for the sale of high-value artworks. The Trustee(s) shall ensure transparency in the auction process, including proper valuation and ethical conduct, in compliance with applicable industry standards.
- (c) The auction process shall be conducted in full compliance with applicable laws, including but not limited to the New York State Not-for-Profit Corporation Law (N-PCL), the New York State Attorney General's Charities Bureau regulations, and any other relevant laws, rules, and regulations governing charitable trusts, art auctions, and fundraising activities in the State of New York.
- (d) The Trustee(s) shall exercise due diligence and prudent judgment when overseeing the auction, ensuring that the Trust's integrity and mission are upheld throughout the process. The Trustee(s) shall engage any necessary professionals, including art experts

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and auction specialists, to guarantee that the auction process is conducted in an ethical and legally compliant manner.

§ 6.02 - Allocation of Auction Proceeds

The net proceeds from the auction shall be allocated directly to support the Trust's charitable objectives, as outlined in this Agreement. The Trustee(s) shall ensure that these proceeds are used exclusively for charitable purposes, in compliance with the Agreement and the governing laws, ensuring the benefit of the public and specific charitable causes as designated by the Grantor.

§ 6.03 - Ethical Conduct and Trust Mission

Any auction of the paintings shall be conducted in a manner that upholds the Trust's mission to protect, promote, and preserve Haitian art, culture, and history, consistent with its public charitable purposes, and in accordance with applicable legal and ethical standards.

ARTICLE SEVEN: Beneficiaries

§ 7.01 - Beneficiaries of the Trust

The Trust shall benefit the following:

- (a) Charitable organizations and causes that promote the preservation and global promotion of Haitian culture and art.
- (b) Educational initiatives that focus on art education, particularly in underserved communities worldwide.
- (c) Haitian artists and cultural preservation projects, both within Haiti and internationally.
- (d) Global charitable causes, such as disaster relief, poverty alleviation, and educational advancement, that align with the purposes of this Trust.

No individual shall benefit directly from the Trust unless they are acting on behalf of a charitable organization or initiative that serves the public good in accordance with the purposes outlined in this Agreement.

ARTICLE EIGHT: Appointment of Trustee(s)

§ 8.01 - Appointment of Trustees

The appointment of Trustees for the Les Maîtres d'Art Haïtiens Trust (hereafter referred to as "the Trust") shall be made in strict accordance with the terms and conditions outlined in this Agreement and shall comply with the applicable laws of the State of New York.

- (a) Trustees may be appointed by a majority vote of the current Trustees, or, if specified herein, by a committee designated for such purpose. In the absence of a majority vote,

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the Trust's governing body may also adopt an alternative selection process as outlined in the Trust's governing documents.

- (b) The Grantor reserves the right to appoint any Trustee at their sole discretion, regardless of the process outlined above. This appointment shall be made in writing and may include any individual or entity selected by the Grantor, without the need for approval from the current Trustees or any governing body.

§ 8.02 - Qualifications for Trusteeship

To ensure that the Trustees are capable of overseeing and administering the Trust in a manner consistent with its objectives, the qualifications for Trusteeship shall be based on a thorough assessment of the candidate's professional qualifications, personal integrity, and alignment with the Trust's mission to preserve, promote, and exhibit Haitian art in accordance with its cultural, historical, and aesthetic values.

- (a) Trustees must have demonstrated expertise in the management, preservation, and conservation of fine art, as well as knowledge of the Haitian art market, the international art community, and cultural preservation efforts.
- (b) Candidates for Trusteeship shall possess an established reputation in the art world, which may include experience with recognized art institutions, museums, galleries, or other cultural organizations that promote art and culture.
- (c) In addition, Trustees should demonstrate an active engagement in the advancement of art preservation and appreciation, as well as have an understanding of the unique aspects of the Haitian artistic heritage, including both traditional and contemporary practices.

§ 8.03 - Trustee Selection Process

The selection process shall prioritize Trustees who are committed to the long-term success and preservation of the Trust's collection, ensuring that all decisions related to acquisitions, exhibitions, and conservation are made with the highest standards of professional care.

- (a) Trustees shall also be chosen for their ethical standards, transparency in financial matters, and their ability to uphold the Trust's fiduciary responsibilities as required by New York law.

§ 8.04 - Duties and Responsibilities of Trustees

The duties and responsibilities of Trustees shall include but are not limited to the administration, curation, conservation, acquisition, and exhibition of the Trust's art collection.

- (a) Trustees shall ensure the Trust's compliance with all applicable laws, including New York State's Not-for-Profit Corporation Law (NPCL), the Uniform Prudent Management of Institutional Funds Act (UPMIFA), and other relevant statutory and case law governing fiduciary duties and the management of art collections.

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- (b) Trustees shall be held to the highest legal and ethical standards in the performance of their duties, including the duty of care, duty of loyalty, and duty of confidentiality, as specified in the New York State laws.

§ 8.05 - Trustee Independence and Conflict of Interest

Trustees must also demonstrate a commitment to inclusivity, diversity, and the representation of Haitian culture in a manner that respects the dignity and history of the art and its creators.

- (a) The Trust shall also ensure that Trustees are independent, and free from conflicts of interest that may impede their ability to perform their duties impartially and in the best interest of the Trust and its beneficiaries.

§ 8.06 - Trustee Agreement and Acceptance

Upon appointment, Trustees shall be required to formally accept their roles by signing a Trustee Agreement that details their fiduciary obligations and acknowledges their responsibilities in accordance with the terms of this Agreement and the applicable laws of New York.

- (a) This Agreement shall include provisions relating to conflict of interest, indemnification, and removal for cause, as outlined in this Agreement.

§ 8.07 - Term of Trustees

The term of each Trustee shall be determined in accordance with the governance structure of the Trust, with terms of appointment, reappointment, and succession outlined in "Succession of Trustees."

ARTICLE NINE: Succession of Trustee(s)

§ 9.01 - Succession Process Overview

The succession of Trustees of the Les Maîtres d'Art Haïtiens Trust shall be governed by the provisions set forth in this Agreement and in accordance with applicable laws of the State of New York. The succession process is designed to ensure the continuity of the Trust's mission, the preservation of Haitian art, and the proper stewardship of its assets, while maintaining the highest ethical and legal standards in Trust administration.

§ 9.02 - Term of Trustees

Trustees shall serve for a term of 30 years unless otherwise specified herein or by mutual agreement of the Trustees. A Trustee's term may be renewed for successive terms, subject to reappointment by the governing body or as set forth by the governing rules of the Trust.

- (a) Notwithstanding the specified term, a Trustee shall continue to serve until a successor has been appointed and has formally accepted the position, unless removed earlier.

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§ 9.03 - Vacancy and Succession

In the event of a vacancy arising from the resignation, death, incapacity, or removal of a Trustee, the succession process shall be initiated in accordance with the following procedures:

- (a) A vacancy in the position of Trustee shall be filled by a majority vote of the remaining Trustees, or, if specified in the governing documents of the Trust, by a designated committee or other method of appointment outlined in this Agreement.
- (b) Upon the occurrence of a vacancy, the remaining Trustees shall nominate a successor Trustee, ensuring that the nominee meets the qualifications and expertise required for the position.
- (c) The successor Trustee shall be appointed by a majority vote of the current Trustees. The appointment of the new Trustee must comply with all legal requirements as set forth by New York law, including but not limited to the Not-for-Profit Corporation Law (NPCL), the Uniform Prudent Management of Institutional Funds Act (UPMIFA), and any other relevant statutes governing charitable Trusts.

§ 9.04 - Judicial Intervention in Succession

If the Trustees are unable to reach consensus on the appointment of a successor Trustee, or if the Trust's governance structure requires judicial intervention, the Trust may petition the relevant court in New York to appoint a Trustee. This may occur in cases where the succession process is obstructed or where no eligible candidate can be agreed upon by the Trustees.

§ 9.05 - Appointment of Interim Trustee

In the event that no Trustee can be appointed immediately, an Interim Trustee may be appointed to oversee the operations of the Trust until a permanent Trustee is appointed.

- (a) The Interim Trustee shall be chosen by the remaining Trustees or, if no consensus can be reached, by the court. The Interim Trustee shall have full fiduciary duties and powers to act in the best interest of the Trust and its beneficiaries but shall be limited to an interim role with no authority to make long-term policy decisions or changes to the Trust's core mission without approval from the appointed successor Trustees.

§ 9.06 - Responsibilities of Successor Trustees

Each successor Trustee, upon appointment, shall assume all fiduciary duties as outlined, including the duty of care, duty of loyalty, and duty of confidentiality.

- (a) The new Trustee shall review the Trust's governing documents, financial statements, collections, and any other relevant information to ensure a smooth transition and continuity of the Trust's operations. The Trustee shall be provided with all necessary information, including an inventory of the Trust's assets, previous decisions made by the Trust's governing body, and any ongoing projects or initiatives.

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- (b) Any successor Trustee appointed shall be required to exercise independent judgment in carrying out the duties of their office, free from undue influence or conflicts of interest. The succession process shall prioritize Trustees who are able to bring fresh perspectives and new expertise while honoring the legacy and objectives of the Trust.

§ 9.07 - Communication of Appointment

The appointment of any successor Trustee shall be communicated to all beneficiaries and interested parties of the Trust, in accordance with the Trust's procedures for notification and transparency. The new Trustee shall formally accept the role by signing an acknowledgment of their duties and obligations as set forth in the Trustee Agreement.

§ 9.08 - Role of the Grantor

In the event that the Grantor of the Les Maîtres d'Art Haïtiens Trust is also the Trustee, the Grantor shall assume all powers, duties, and responsibilities of the Trustee, including the fiduciary duties of care, loyalty, and confidentiality, as set forth in this Agreement and in accordance with the applicable laws of New York.

- (a) The Grantor shall be the sole Trustee until such time as the Grantor is unable or unwilling to continue in that role due to incapacity, death, or any other reason.

§ 9.09 - Designation of Successor Trustee by the Grantor

In the event that the Grantor is the sole Trustee and is unable or unwilling to continue serving in that role, the Trust shall designate a Successor Trustee to take over the administration and stewardship of the Trust. The Successor Trustee shall be appointed in accordance with the following process:

- (a) During the lifetime of the Grantor, the Grantor shall have the authority to designate a Successor Trustee through a written declaration, letter of wishes, or other legally binding document executed by the Grantor. The Successor Trustee shall meet the qualifications required, including expertise in the management and preservation of Haitian art, and shall accept the Trustee role by signing a Trustee Agreement acknowledging the fiduciary responsibilities and legal obligations set forth herein.
- (b) If the Grantor has not appointed a Successor Trustee prior to their death or incapacity, the Trust may be administered by an Interim Trustee who shall be appointed by the remaining Trustees, if any, or by a New York court. In the absence of any Trustees, the court may intervene to appoint a Trustee in the best interest of the Trust.

§ 9.10 - Procedures for Incapacity of the Grantor

If the Grantor, who is also the Trustee, becomes incapacitated or otherwise unable to carry out the responsibilities of Trustee, the Trust shall follow the procedures outlined below:

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- (a) Upon the incapacity of the Grantor, an Interim Trustee may be appointed by a majority of the current Trustees or, if no Trustees are available, by the court in accordance with New York law. The Interim Trustee shall serve until a permanent Successor Trustee is appointed.
- (b) The permanent Successor Trustee shall be appointed following the procedures described in this section, either by the Grantor (if the Grantor is still competent to do so) or by the court. The Successor Trustee will take over the administration of the Trust and assume full fiduciary responsibilities.
- (c) The Successor Trustee shall assume all fiduciary duties, including but not limited to the administration of the Trust's art collection, the compliance with applicable laws, and the continued preservation and promotion of Haitian art as stipulated in this Agreement. The Successor Trustee shall have all the powers and responsibilities granted to Trustees under New York law, including the Not-for-Profit Corporation Law (NPCL) and UPMIFA, and shall act in the best interests of the Trust and its beneficiaries.

§ 9.11 - Notification of Appointment of Successor Trustee

Upon the appointment of a Successor Trustee, the Trust shall provide written notice to all relevant parties, including beneficiaries, and the art community, informing them of the new Trustee's appointment and any changes to the Trust's administration. This notice shall be sent in accordance with the Trust's procedures for transparency and accountability.

§ 9.12 - Court Appointment of Trustee

If the Grantor, who is also the Trustee, has passed away and no Successor Trustee has been designated, the Trust may petition the court to appoint a Trustee. In such a case, the court will follow the procedures for appointing a Trustee under New York law, with consideration given to the Trust's mission and the qualifications required for administering an art-based charitable trust.

ARTICLE TEN: Powers and Duties of the Trustee(s)

§ 10.01 - General Powers and Duties

The Trustee(s) shall exercise all powers and duties conferred by this Trust in strict accordance with applicable New York law, ensuring full adherence to fiduciary obligations, including the highest standards of loyalty, care, and impartiality. The Trustee(s) shall act in the best interests of the beneficiaries at all times, ensuring transparency, fairness, and accountability in all actions. The Trustee(s) shall also uphold the charitable objectives of the Trust, safeguarding its integrity, and ensuring that every decision made advances the purposes for which the Trust was established, providing clear and regular communication to beneficiaries regarding the Trust's operations.

§ 10.02 - Funding to Museums and Cultural Institutions

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The Trustee shall provide funding to museums and cultural institutions for the acquisition, preservation, and exhibition of historically significant Haitian paintings and other art (the "Trust Assets").

§ 10.03 - Haitian Art Legacy Fund

Additionally, the Trustee shall establish and maintain the Haitian Art Legacy Fund, which will be governed by the following principles and practices:

- (a) The Trustee shall actively seek formal partnerships with reputable museums, cultural institutions, and galleries, both within the State of New York and internationally, to ensure that the Trust Assets are properly cared for, preserved, and exhibited. These partnerships shall prioritize the direct use of funding for the conservation and public exhibition of the Trust Assets. The Trustee may negotiate terms for long-term storage, display, and conservation efforts, ensuring compliance with New York State laws and applicable regulations regarding the protection of cultural property.
- (b) The Trustee shall establish a framework for collaboration with philanthropists, major donors, and corporate sponsors who have a vested interest in supporting Caribbean art and culture. This shall include the creation of naming opportunities, recognition in exhibitions, and other incentives to encourage contributions to the Fund. The Trustee will seek corporate sponsorships and private donations, particularly from entities with ties to the Haitian diaspora or those involved in the preservation of cultural heritage.
- (c) The Trustee shall utilize reputable crowdfunding platforms to launch targeted digital campaigns aimed at raising awareness and funds for the Haitian Art Legacy Fund. These campaigns will appeal to art collectors, Haitian cultural advocates, and the broader public. The Trustee shall ensure that all crowdfunding efforts comply with New York State's charitable solicitation laws and provide transparency regarding the use of funds raised.
- (d) In accordance with applicable New York State tax laws, including Article 7-A of the Executive Law and the Charitable Gifts Trust Fund provisions under the New York Estates, Powers, and Trusts Law, the Trustee shall work with qualified legal and financial advisors to ensure that contributions to the Haitian Art Legacy Fund are fully compliant with state tax regulations and eligible for deductions under New York State law. The Trustee shall issue detailed acknowledgment receipts to donors in accordance with Section 172-b of the Executive Law and ensure that all fundraising, solicitation, and charitable activities adhere strictly to the registration, reporting, and transparency requirements outlined by the New York State Attorney General's Charities Bureau. All records of contributions, expenditures, and donor communication shall be maintained in compliance with Article 7-A filing requirements and other applicable state statutes to uphold accountability and trustworthiness in all operations.
- (e) The Trustee shall organize and host fundraising events, such as gala dinners, silent auctions, and exclusive viewings of the Trust Assets, in New York City and other locations as appropriate. These events shall raise awareness about Haitian art and culture, while providing opportunities for individuals and corporate sponsors to make financial contributions to the Fund. The Trustee shall ensure that all fundraising events

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comply with New York State laws concerning charitable events, including but not limited to, licensing, reporting, and financial disclosure requirements.

§ 10.04 - Haitian Art Conservation Fellowship Program

The Trustee shall issue grants or fellowships to support the work of qualified art conservation professionals in preserving the Trust Assets, including both historical and contemporary Haitian art. Additionally, the Trustee shall establish and administer the 'Haitian Art Conservation Fellowship Program' (the 'Fellowship Program') under the following provisions:

- (a) The Trustee shall establish the Fellowship Program to support the work of qualified art conservation professionals who are engaged in the preservation and restoration of art and artifacts within the Trust's holdings. The Fellowship Program shall be designed to offer financial support for professionals undertaking short-term conservation projects, long-term restoration efforts, and research-based conservation initiatives aimed at protecting Haitian art and cultural heritage.
- (b) The Trustee shall develop distinct categories of grants and fellowships to meet varying conservation needs. These categories may include:
 1. Grants for projects focused on immediate or urgent conservation needs.
 2. Grants for more extensive and prolonged restoration projects aimed at preserving the integrity and authenticity of artworks and artifacts.
 3. Fellowships to fund scholarly research into new conservation techniques, methodologies, and best practices for Haitian art preservation. Each grant or fellowship shall be subject to a competitive application process, with preference given to projects that align with the Trust's mission of preserving Haitian cultural heritage.
- (c) The Trustee shall establish partnerships with universities, academic institutions, and professional art conservation organizations that offer specialized conservation programs. These partnerships will help create a pipeline of qualified art conservation professionals eligible to apply for the Fellowship Program. The Trustee will also work with these institutions to ensure that the conservation needs of the Trust's assets are met by highly skilled professionals who have received training in the latest conservation practices.
- (d) To further enhance the impact of the Fellowship Program, the Trustee shall establish a matching funds initiative for institutional sponsors. Organizations, including museums, cultural centers, and academic institutions, that are willing to support conservation efforts may receive matching funds from the Trustee. This initiative will incentivize external support for the Fellowship Program and encourage collaboration between the Trustee and conservation-focused institutions.
- (e) The Trustee shall seek funding from multiple sources to support the Fellowship Program, including contributions from universities, government grants, conservation institutions, and private donors. The Trustee will target philanthropic organizations and cultural preservation funds that focus on supporting the arts, cultural heritage, and conservation initiatives. Funding for the Fellowship Program is expected to be moderate to high, as it aligns with global efforts to preserve cultural heritage and the increasing recognition of the need to conserve African and Caribbean art.

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- (f) As a trust governed by New York law, the Trustee shall ensure that all aspects of the Fellowship Program comply with applicable legal and regulatory requirements, including those concerning the funding of conservation grants, intellectual property rights, and the protection of cultural assets. The Trustee will take all necessary steps to ensure that grants and fellowships are administered in a transparent, accountable, and legally compliant manner.

§ 10.05 - Haitian Art Research Grant Fund

The Trustee shall provide funding to scholars conducting research and studies on Haitian art and history and establish and administer the 'Haitian Art Research Grant' (the 'Research Grant Fund') under the following provisions:

- (a) The Trustee shall establish the Research Grant Fund to support academic research focused on Haitian art, history, and culture. The Fund shall be used to finance the development of academic papers, books, documentary films, and other scholarly works that contribute to the understanding and preservation of Haiti's cultural legacy. The Fund shall aim to promote the global dissemination of knowledge about Haitian art, history, and culture through scholarly exploration and interdisciplinary research.
- (b) The Trustee shall create and manage a competitive grant program designed to provide financial support for qualified scholars, researchers, and academic institutions engaged in the study of Haitian art and history. The program shall focus on funding research projects that advance the academic and cultural knowledge of Haiti's artistic heritage, historical narratives, and contributions to the world. The Trustee shall set clear criteria for grant applications, including the scholarly merit of the proposed research, the feasibility of the project, and its potential impact on advancing understanding of Haitian culture.
- (c) The Trustee shall actively promote the Research Grant Fund by sponsoring and participating in academic conferences, symposia, and Haiti-focused cultural events. The Trustee shall collaborate with leading academic and cultural organizations to raise awareness of the grant program and encourage participation by scholars from around the world. Special emphasis shall be placed on outreach to researchers and institutions with an established focus on Caribbean and African diasporic studies, as well as those specializing in art history, anthropology, and cultural preservation.
- (d) The Trustee shall develop and maintain an online research portal dedicated to the publication and sharing of research findings from grant recipients. This portal shall serve as an open-access platform where scholars can upload their research papers, articles, and multimedia projects, ensuring the broad dissemination of knowledge about Haitian art and history. The portal will be designed to foster a collaborative academic environment, enabling scholars to engage with each other's work and to share resources, data, and methodologies that advance the field of Haitian cultural studies.
- (e) The Trustee shall seek additional funding from foundations, philanthropic organizations, and scholarly sponsors dedicated to the support of cultural history and the arts. Potential funding partners include organizations such as the Ford Foundation, the National Endowment for the Humanities, and other foundations with a focus on the preservation of cultural heritage, academic research, and the promotion of global cultural

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understanding. The Trustee shall use its outreach and partnerships with academic institutions to identify and cultivate relationships with potential donors and sponsors for the Research Grant Fund.

- (f) The Trustee shall implement a system for monitoring and evaluating the impact of the research projects funded through the Research Grant Fund. This system shall include periodic progress reports from grant recipients, peer reviews of research outcomes, and the evaluation of the academic and cultural significance of the completed projects. The Trustee will use this feedback to ensure that its funding is being directed toward high-quality, impactful research that aligns with its mission of preserving and promoting Haitian culture.

§ 10.06 - Compliance with Legal and Regulatory Requirements

As a trust governed by New York law, the Trustee shall ensure that all operations related to the Research Grant Fund comply with applicable legal and regulatory requirements, including but not limited to the following:

- (a) The Trustee shall comply with EPTL § 8-1.1, which governs the administration of charitable trusts in New York, ensuring that all grant-related activities align with the charitable purposes of the Trust and adhere to fiduciary duties.
- (b) The Trustee shall follow N-PCL § 716, which establishes duties of care, loyalty, and obedience for fiduciaries, ensuring that grants are awarded transparently and for the intended charitable purposes.
- (c) If the research involves partnerships with educational institutions or academic researchers, the Trustee shall adhere to New York Education Law § 216, which governs educational purposes and institutions.
- (d) The Trustee shall ensure compliance with New York General Business Law § 360, protecting intellectual property rights and managing any patents, copyrights, or trademarks arising from funded research in accordance with federal intellectual property laws, including Title 17 of the United States Code (Copyright Act) and Title 35 (Patent Act).
- (e) The Trustee shall register and report all charitable grant-related activities with the New York Charities Bureau under Article 7-A of the Executive Law and ensure compliance with annual reporting requirements (Form CHAR500).
- (f) If federal funds are involved, the Trustee shall adhere to 2 CFR Part 200 (Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards) to ensure compliance with federal grant administration standards.
- (g) The Trustee shall implement systems to monitor the use of funds by grant recipients to ensure compliance with grant objectives and maintain detailed records of grant administration. Any misuse of funds shall be reported to the New York Attorney General's Charities Bureau in accordance with state oversight requirements.
- (h) The Trustee shall utilize a combination of funding sources to sustain the Research Grant Fund, including private donations, institutional grants, and sponsorships from cultural foundations. The Trustee will engage with academic institutions, cultural organizations, and individual philanthropists who are committed to advancing the study of Haitian art

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and history. The funding potential for the Research Grant Fund is considered high, as it aligns with the academic and cultural interests of numerous scholarly institutions and organizations, and offers opportunities for sustained financial support through grants, partnerships, and fundraising campaigns.

§ 10.07 - Funding of Art Education Programs for Underserved Youth

The Trustee shall fund art education programs administered by schools and community organizations serving underserved populations.

- (a) The Youth Art Champion Program (the "Program") is designed to foster creativity and facilitate the academic and personal growth of underserved youth through art education and scholarships. The Program seeks to provide the necessary resources, mentorship, and exposure to the world of art, thereby cultivating a new generation of creative thinkers and artists.
- (b) The Trustee shall identify underserved youth groups, including but not limited to, students from low-income backgrounds, minority communities, and at-risk youth with limited access to arts education. The Trustee shall ensure that the Program is made accessible to such groups through strategic partnerships with schools, community organizations, and local art institutions. This identification process will be done in a manner that maximizes the outreach and inclusivity of the Program.
- (c) The Trustee shall take the necessary steps to secure financial support for the Program through a variety of funding sources, including but not limited to corporate sponsorships, government grants, and donations from individual philanthropists. The Trustee shall target the following categories of funding sources:
 - 1. Companies with a vested interest in corporate social responsibility (CSR), specifically those with objectives aligned to youth development, arts education, and social impact.
 - 2. Financial support from local, state, or federal programs dedicated to educational initiatives and youth arts programs.
 - 3. High-net-worth individuals and philanthropists who demonstrate an interest in supporting the arts and empowering youth through education.
- (d) The Trustee shall offer sponsorship opportunities designed to meet the visibility needs and engagement preferences of potential sponsors. Sponsorship opportunities may include but are not limited to:
 - 1. Sponsors shall be granted the opportunity to have their logos displayed on program-related materials such as art supplies, educational resources, and digital communications.
 - 2. Sponsors will be publicly acknowledged in media coverage related to Program events, including press releases, news features, and social media campaigns highlighting the sponsor's contribution.
 - 3. Sponsors may participate directly in the Program through mentorship programs, workshops, or guest speaking opportunities, either in-person or virtually, thereby offering direct engagement with students.

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- (e) The Trustee shall establish distinct sponsorship levels, each corresponding to specific benefits as outlined below:
1. Contribution of \$100,000 or more annually
 - a. Exclusive branding on all program materials.
 - b. Featured in all media coverage.
 - c. Priority access to student mentorship and interactive workshops.
 - d. Recognition at major Program events and galas.
 2. Contribution of \$50,000 annually
 - a. Branding on select art supplies.
 - b. Inclusion in media coverage related to the Program.
 - c. Access to student events and interactive workshops.
 - d. Recognition on the Program's website and social media channels.
 3. Contribution of \$25,000 annually
 - a. Branding on Program materials.
 - b. Inclusion in select media coverage.
 - c. Opportunities to engage with students during art exhibitions and showcases.
- (f) Once sponsorships have been secured, the Trustee shall facilitate engagement between sponsors and students through the following events and initiatives:
1. Sponsors will be invited to participate in mentorship sessions, providing students with insights into the art world, career opportunities, and personal development.
 2. Sponsors will have the opportunity to attend student art exhibitions, where students will showcase their works. Sponsors may also have the option to purchase or display student artwork in their corporate offices or public spaces.
 3. Sponsors may host or participate in workshops, teaching specific art techniques, sharing their professional experiences, or offering career advice to students interested in the arts.
- (g) The Trustee shall monitor and assess the success and impact of the Program on an ongoing basis to ensure that it meets its educational and social objectives. This includes the collection of feedback from students, educators, sponsors, and community stakeholders, and utilizing this feedback to make any necessary adjustments to the Program. The Trustees shall also analyze the success of fundraising efforts and ensure that the allocation of resources is aligned with the mission of providing opportunities for underserved youth.
- (h) The Trustee shall maintain transparency by providing regular and detailed reports on the Program's progress, fundraising activities, and the impact of the contributions made by sponsors. These reports shall include, but are not limited to:
1. A comprehensive document detailing the Program's achievements, including the number of students served, scholarships awarded, and the influence of sponsorship contributions.
 2. Testimonials and success stories from students who have benefited from the Program, illustrating the real-life effects of sponsor support.
- (i) To ensure the continued success and sustainability of the Youth Art Champion Program, the Trustee shall develop and implement a strategic plan focused on securing future

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funding, expanding sponsorship opportunities, and forging partnerships with educational institutions, art galleries, and other relevant organizations. This long-term plan shall prioritize the Program's growth, ensuring its ability to provide consistent support to underserved youth in the arts.

- (j) The Trustee shall have the authority to modify, adjust, or revise the Program's structure, sponsorship levels, and benefits as needed to ensure that the objectives of the Program are met effectively. All modifications shall be done in a manner consistent with the purpose of fostering youth development through arts education and will be communicated to all stakeholders in a timely and transparent manner.

§ 10.08 - Funding of Cultural Preservation Initiatives

The Trustee shall fund cultural preservation initiatives, including projects such as archiving, restoration, and community outreach programs conducted by recognized cultural preservation organizations.

- (a) The Trustee shall establish and administer the "Haitian Cultural Preservation Project" (the "Cultural Preservation Fund") under the following provisions:
- (1) The Trustee shall establish the Cultural Preservation Fund to support initiatives focused on the archiving, restoration, and promotion of Haitian culture, including its art, history, and traditions. The Fund shall be dedicated to preserving cultural heritage for current and future generations, particularly through community-driven efforts and collaborative projects with local Haitian communities, cultural organizations, and educational institutions.
- (b) The Trustee shall collaborate with local museums, cultural institutions, and non-profit organizations in Haiti and abroad to launch and support community-driven cultural preservation initiatives. These collaborations shall focus on the archiving, restoration, and dissemination of Haitian cultural artifacts, art, historical documents, and other cultural assets of significant value. The Trustee shall allocate funds to these entities to support the restoration of historical works, the digitization of archival materials, and the development of educational outreach programs.
- (c) The Trustee shall develop and maintain an online digital archive to house and make accessible collections of Haitian art, history, and cultural materials. This digital archive will serve as a resource for scholars, educators, students, and the general public, enabling global access to valuable cultural resources. The archive shall be designed to ensure the preservation of materials in various digital formats, including high-resolution images, videos, audio recordings, and written texts, ensuring the safeguarding of Haitian heritage in a modern, easily accessible platform.
- (d) The Trustee shall partner with local Haitian communities to conduct oral history projects that capture the stories, traditions, and lived experiences of individuals and families within the Haitian diaspora. These community-driven initiatives will focus on preserving the cultural narratives passed down through generations and sharing the rich cultural traditions of Haiti with younger generations. The Trustee will allocate resources to support the documentation, recording, and dissemination of these oral histories to ensure the continued legacy of Haitian culture.

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- (e) The Trustee shall actively apply for government grants and other funding opportunities dedicated to the preservation of cultural heritage and history. These grants may be available from local, state, or federal agencies in the United States, as well as international organizations dedicated to supporting underserved or endangered cultures. The Trustee shall focus on securing funding for projects that promote the preservation of Haitian culture, especially those addressing the historical and cultural significance of Haiti as an important cultural heritage site.
- (f) The Trustee shall organize and fund educational outreach programs aimed at teaching young people about Haitian culture, the importance of cultural preservation, and the historical context of Haiti's contributions to global culture. These programs shall be offered in schools, community centers, and museums, both in Haiti and within the Haitian diaspora, with a focus on inspiring the next generation to appreciate and protect their cultural heritage. The Trustee shall allocate funds for the development of curriculum materials, teacher training, and community-based activities that promote cultural understanding.
- (g) The Trustee shall implement a comprehensive monitoring and evaluation system to assess the effectiveness of the Cultural Preservation Fund's initiatives. This system shall include regular reports on the progress of funded projects, the impact of educational outreach programs, and the success of community-driven cultural preservation efforts. The Trustee will ensure that the cultural initiatives funded by the Cultural Preservation Fund align with the goals of preserving Haitian heritage, fostering cultural pride, and increasing public awareness of Haiti's cultural history.
- (h) As a trust governed by New York law, the Trustee shall ensure compliance with all applicable legal and regulatory requirements related to the funding and administration of cultural preservation initiatives. This includes adherence to tax laws, intellectual property protections, and other regulatory frameworks governing the distribution of grants, the preservation of cultural property, and the use of public and private donations. The Trustee shall operate in accordance with the highest standards of transparency, accountability, and ethical management of funds.
- (i) The Trustee shall utilize a combination of funding sources to sustain the Cultural Preservation Fund, including government grants, partnerships with cultural preservation organizations, private donations, and crowdfunding initiatives. The Trustee will develop targeted fundraising campaigns and seek to engage the Haitian diaspora, cultural institutions, philanthropists, and others who are committed to the preservation and promotion of Haitian culture. The funding potential is considered moderate to high, as the Trustee seeks to leverage government support, private sector partnerships, and community-driven donations to support its initiatives.

§ 10.09 - Grants, Fellowships, and Residencies for Artists

The Trustee shall award grants, fellowships, and residencies to artists to promote and sustain their creative endeavors.

- (a) The Trustee shall establish and maintain an Artist-in-Residence Patron Program (the "Program") to support the creation, development, and exhibition of artistic works by

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emerging and established artists. This initiative is designed to foster cultural enrichment and provide opportunities for artistic innovation.

- (b) The Program shall aim to secure funding in the amount of \$200,000 per cycle to ensure the successful implementation of residency opportunities, including, but not limited to:
 - 1. Provision of financial stipends to selected artists;
 - 2. Funding for materials, studio space, and related resources; and
 - 3. Support for public showcases and exhibitions.
- (c) The Program shall select beneficiaries through a merit-based application process, prioritizing individuals whose artistic endeavors align with the Trust's mission to promote and preserve cultural heritage.
- (d) The Trustees shall maintain transparency regarding the allocation of funds for the Program by:
 - 1. Providing periodic reports to donors summarizing the Program's outcomes and impact; and
 - 2. Ensuring all contributions are utilized in compliance with the requirements of Article 7-A of the New York State Executive Law, as overseen by the Charities Bureau, and for the purposes of the Trust.
 - 3. The Program is designed to resonate with cultural organizations, philanthropists, and high-net-worth individuals by fostering a prestigious and impactful initiative that contributes to the enrichment of the arts and cultural heritage.

§ 10.10 - Haitian Resilience Fund

- (a) The Trustee shall allocate resources to fund emergency response and long-term recovery efforts organized by disaster relief organizations. The Trustee shall establish and administer the "Haitian Resilience Fund" (the "Resilience Fund") under the following provisions:
 - 1. The Trustee shall establish the Resilience Fund as a dedicated resource to respond to and support recovery efforts from natural disasters in Haiti, including but not limited to hurricanes, earthquakes, floods, and other calamities. The Resilience Fund will be used exclusively for emergency response and long-term recovery efforts, as well as the rebuilding of critical infrastructure and communities in Haiti. All funds shall be allocated to established, recognized disaster relief organizations or directly to impacted communities, with a focus on sustainable recovery.
- (b) The Trustee shall partner with reputable and recognized disaster relief organizations, including but not limited to the International Federation of Red Cross and Red Crescent Societies (IFRC), World Food Programme, and Médecins Sans Frontières (Doctors Without Borders), to deliver timely and effective aid to communities affected by disasters in Haiti. The Trustee shall allocate funds to these organizations to support their ongoing disaster relief efforts, ensuring that resources are directed to where they are most urgently needed, and are deployed swiftly for maximum impact.
- (c) The Trustee shall establish a dedicated online platform for individuals, organizations, and institutions to donate directly to the Resilience Fund. This platform will be designed to ensure transparency and accountability in the management and allocation of funds,

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providing donors with detailed reports on how their contributions are being used for disaster relief and recovery efforts. The platform shall include features for recurring donations, enabling sustainable support for ongoing recovery needs.

- (d) The Trustee shall collaborate with international aid organizations, governmental agencies, and non-governmental organizations (NGOs) operating in Haiti to ensure that funds are channeled efficiently and effectively to the regions and populations most in need. These collaborations will be formalized through agreements and Memoranda of Understanding (MOUs) to ensure transparency and alignment with international standards for disaster relief and recovery.
- (e) The Trustee shall conduct targeted fundraising campaigns, both online and offline, to raise awareness about the Resilience Fund. These campaigns will highlight the urgent needs following a disaster in Haiti and encourage donations from individuals, corporations, and other philanthropic entities. The Trustee shall leverage its existing networks, including the Haitian diaspora, global humanitarian organizations, and the media, to maximize visibility and drive contributions.
- (f) The Trustee shall ensure that the Resilience Fund addresses both the immediate emergency needs and the long-term recovery goals of the Haitian people. While the initial funds will support urgent disaster relief such as medical care, food, shelter, and water, the Trustee shall also allocate resources for rebuilding essential infrastructure, including schools, hospitals, homes, and public buildings, as well as providing long-term economic recovery programs like job creation, education, and vocational training.
- (g) The Trustee shall implement a monitoring and evaluation framework to assess the effectiveness of the Resilience Fund's projects and to ensure long-term sustainability. The Trustee will regularly report on the outcomes of funded programs and share this information with donors and the general public, ensuring transparency and accountability. The Trustee shall also engage in impact assessments to determine the success and sustainability of post-disaster recovery projects and programs funded by the Resilience Fund.
- (h) As a New York Trust, the Resilience Fund shall comply with all applicable legal and regulatory requirements governing charitable donations, disaster relief efforts, and the operation of trusts under New York State law. This includes compliance with financial reporting requirements, tax regulations, and adherence to ethical standards for disaster relief funding. The Trustee shall implement best practices in governance, financial management, and accountability to ensure the responsible use of funds.

§ 10.11 - Community Development and Poverty Alleviation

The Trustee shall contribute financial support to community development initiatives focused on poverty alleviation.

- (a) The Trustee shall establish and manage the "Haitian Communities Revitalization Fund" (the "Revitalization Fund") to support community development initiatives that focus on poverty alleviation in Haiti, particularly in underserved and economically disadvantaged regions.

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(b) The Trustee shall manage the Revitalization Fund in accordance with the following provisions:

1. The Trustee shall prioritize funding for community development projects that address critical areas including: Supporting the construction, renovation, and improvement of homes and shelters in impoverished areas. Providing access to essential healthcare services, including medical facilities, clinics, and health outreach programs. Enhancing educational infrastructure and providing access to quality education for youth and adults. Promoting economic opportunities by funding vocational training, skill-building programs, and small business development.
2. The Trustee shall establish microloan programs to provide financial support to local businesses and entrepreneurs, with a particular focus on women and youth-led ventures. These microloans will offer seed capital for small businesses, enabling them to grow and generate sustainable income for local communities. The Trustee shall ensure that the terms of these loans are accessible and favorable to small entrepreneurs and startups.
3. The Trustee shall partner with local non-profits, social enterprises, and community-based organizations that are working directly in Haiti to implement and scale development programs. These collaborations will ensure that the Trust's efforts align with the local needs and realities on the ground. The Trustee shall also prioritize partnerships with organizations that have a proven track record of successful poverty alleviation initiatives and sustainable impact.
4. The Trustee shall launch a matching funds program. Through this initiative, individual donors will have the opportunity to contribute directly to specific community development projects, with the Trustee matching their contributions, thereby doubling the impact of their donations. This program will be designed to engage both the Haitian diaspora and international donors in supporting local development.
5. The Trustee shall employ a community-led approach to design thinking for all funded projects. This means that projects shall be developed in collaboration with local communities, ensuring that they are culturally relevant, practical, and tailored to meet the specific needs of the populations they are intended to serve. The Trustee shall prioritize projects that empower communities to take an active role in their development, fostering long-term sustainability and local ownership.
6. The Trustee shall establish a robust system for monitoring and evaluating the impact of funded projects. This will include regular reporting on the outcomes of initiatives, with a particular focus on poverty alleviation, job creation, and improvements in quality of life. The Trustee shall make these reports publicly available to donors, stakeholders, and the general public to ensure transparency and accountability in its operations.
7. The Revitalization Fund shall seek to attract funding from a diverse range of sources, including private donors, impact investors, international development organizations, and foundations. The Trustee shall pursue strategic partnerships

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with organizations and governments that share a commitment to poverty alleviation in Haiti, thereby expanding the Fund's resources and reach.

8. To ensure the long-term sustainability of the Revitalization Fund, the Trustee shall work to establish an endowment fund that can generate continuous income to support ongoing and future community development projects. The endowment fund shall be supported by major donors, corporate sponsors, and philanthropists who are committed to making a lasting impact in Haiti. Additionally, the Trustee shall explore innovative funding mechanisms such as social impact bonds or development impact funds to secure a sustainable revenue stream.
9. As a New York Trust, the Revitalization Fund shall comply with all applicable laws and regulations governing charitable organizations and community development initiatives in New York State and internationally. The Trustee shall adhere to best practices in transparency, financial management, and governance, ensuring that all funds are utilized effectively for the intended purposes.

§ 10.12 - Scholarship and Educational Funding

The Trust shall provide scholarships and funding for educational opportunities to students in need through recognized educational institutions and non-profit organizations.

- (a) The Trust shall establish and manage the "Future Leaders of Haiti Scholarship Fund" (the "Scholarship Fund") to provide scholarships and funding for educational opportunities to students from Haiti who demonstrate financial need and academic merit.
- (b) The Trustee shall operate the Scholarship Fund in accordance with the following provisions:
 1. The Trustee shall define specific eligibility criteria for scholarship applicants, which shall include, but not be limited to, financial need, academic performance, community involvement, and a demonstrated commitment to pursuing careers in critical fields such as healthcare, education, engineering, and agriculture. The Trustee shall ensure that all scholarship opportunities are offered in a fair, transparent, and equitable manner.
 2. The Trustee shall enter into partnerships with recognized educational institutions in Haiti, as well as institutions abroad, to offer full scholarships to qualified Haitian students. These institutions may include universities, vocational schools, and technical training centers with a commitment to supporting students from diverse backgrounds. The scholarships provided shall cover all tuition, fees, and other necessary expenses, including accommodation and books.
 3. The Scholarship Fund shall prioritize scholarships for students pursuing education in critical fields that are integral to Haiti's sustainable development. These fields include, but are not limited to:
 - (i) Healthcare, with an emphasis on medical sciences, nursing, and public health.
 - (ii) Education, with a focus on teaching, administration, and educational leadership.

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- (iii) Engineering, with an emphasis on infrastructure, renewable energy, and environmental engineering.
 - (iv) Agriculture, focusing on sustainable farming, agronomy, and food security.
 - (v) The Trustee shall monitor emerging fields and periodically adjust its focus to ensure the scholarship program remains aligned with Haiti's needs.
- (c) To enhance the accessibility and reach of the Scholarship Fund, the Trustee shall establish a digital fundraising platform designed to promote the Fund globally. This platform shall accept donations in multiple currencies and from individuals, corporate donors, and philanthropic organizations. The Trustee shall develop an online donation portal that provides donors with easy access to information about the Scholarship Fund's objectives, the impact of their donations, and the stories of scholarship recipients.
- (d) The Trustee shall leverage social media platforms to highlight the achievements of scholarship recipients and to increase visibility of the Scholarship Fund. This will include regular updates on recipients' academic progress, interviews with students and alumni, and promotion of the Fund's initiatives through video content, testimonials, and other engagement strategies. The Trustee shall encourage donors to share the Fund's initiatives on social media, thereby fostering a global community of supporters.
- (e) The Trustee shall establish an alumni network for scholarship recipients, which will serve as a platform for former students to give back to their communities. Alumni shall be encouraged to become mentors, providing guidance, career advice, and professional opportunities to current scholarship recipients. The alumni network shall also serve as a resource for students who seek to collaborate on community development projects, fostering a sense of solidarity and mutual support among future generations of leaders.
- (f) The Trustee shall implement targeted fundraising campaigns to generate revenue for the Scholarship Fund. These campaigns may include annual giving programs, corporate sponsorships, philanthropic events, and partnerships with global donors, including the Haitian diaspora. The Trustee shall ensure that all fundraising activities comply with applicable New York State regulations governing charitable organizations, including transparency in the allocation of funds and adherence to legal standards for nonprofit operations.
- (g) The Trustee shall establish a rigorous and impartial selection process for the awarding of scholarships, including the formation of a scholarship committee composed of experienced educators, community leaders, and subject matter experts. The selection committee shall review applications, conduct interviews where necessary, and make recommendations based on the candidate's academic potential, community impact, and financial need. The Trustee shall notify successful applicants of their scholarship awards and provide them with the necessary documentation to begin their academic journey.
- (h) The Trustee shall ensure that all funds raised for the Scholarship Fund are used solely for the purpose of providing scholarships to eligible students. The Trustee shall maintain strict financial oversight of the Scholarship Fund, providing annual reports to donors and stakeholders detailing the total amount of funds raised, the number of scholarships awarded, and the impact of the program on recipients. These reports shall be made available to the public in accordance with applicable transparency and accountability standards under New York State law.

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- (i) To ensure the long-term sustainability of the Scholarship Fund, the Trustee shall seek to establish an endowment fund, with the goal of securing ongoing financial support for future generations of Haitian students. This endowment shall be funded through investments, donations, and other sustainable funding mechanisms. The Trustee shall engage with financial advisors to develop and manage the endowment fund in a manner that maximizes returns while maintaining the Fund's charitable purpose.

§ 10.13 - Establishment of the Les Maîtres d'Art Haïtiens Award

The Trustee shall establish the "Les Maîtres d'Art Haïtiens Award" to recognize and honor outstanding contributions to the preservation, promotion, and advancement of Haitian art and culture. The Award may be presented to individuals, organizations, or institutions that have demonstrated exceptional dedication and achievement in these areas.

- (a) Proceeds derived from the exhibition or potential sale of the Trust Assets, as well as any other available funds, shall be utilized exclusively to fulfill the charitable purposes set forth herein, including the establishment and administration of the **"Les Maîtres d'Art Haïtiens Award."**
- (b) The Trustee shall establish and manage the "Les Maîtres d'Art Haïtiens Award" in accordance with the following provisions:
 - 1. The Trustee shall organize a gala event (the "Gala") to present the Award, held at its discretion. This event shall serve as both a fundraising platform and a celebration of significant contributions to Haitian art and culture. The Gala will be conducted in a manner aligned with the Trust's mission, emphasizing public transparency, fairness, and accountability.
 - 2. The Trustee shall sell tickets for the Gala, which shall be structured to ensure accessibility while also generating significant revenue for the charitable purposes of the Trust. The proceeds from ticket sales shall be dedicated to supporting the Trust's initiatives, including the Award, educational programs, preservation efforts, and other activities aligned with the Trust's objectives.
 - 3. The Trustee shall offer exclusive sponsorship packages for individuals, corporate entities, and organizations wishing to support the Gala and the Award. These sponsorships may include opportunities for prominent branding, invitations to special events, and recognition in Gala-related materials.
 - 4. The Trustee shall establish a permanent endowment fund (the "Award Fund") for the purpose of ensuring the long-term sustainability of the Award and related activities. The Award Fund shall be financed through the Gala proceeds, corporate sponsorships, private donations, and any other fundraising mechanisms authorized by the Trustee. The income generated from the Award Fund shall be used exclusively to support the Award, including the organization of the Gala, administrative expenses, and related charitable efforts.
 - 5. The Trustee shall determine the specific categories for the Award, which may include "Emerging Artist," "Lifetime Achievement," and other categories as deemed appropriate by the Trustee. These categories will be reviewed periodically to reflect ongoing developments in the field of Haitian art and culture.

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6. The Trustee shall actively seek corporate sponsors and strategic partners to support the Gala and the Award. Corporate sponsors may receive recognition in connection with specific Award categories, the Gala event, and other related activities. These sponsorships will be structured in a manner consistent with New York law, ensuring compliance with all applicable regulations governing charitable solicitation and nonprofit fundraising.
 7. The Trustee shall engage in a media campaign to publicize the Gala, the Award, and its recipients, utilizing traditional and digital media platforms. Partnerships with art magazines, cultural influencers, and media outlets will be sought to expand the visibility of the Award and the Trust's mission. The Trustee shall ensure that all promotional materials and fundraising activities comply with relevant legal requirements, including the New York State Charitable Solicitations Act.
 8. The Trustee shall implement a transparent and impartial process for selecting Award recipients. A committee of qualified individuals, including art professionals, scholars, and cultural leaders, shall review nominations and make recommendations to the Trustee. The final selection of recipients will be approved by the Trustee, and the Trustee shall ensure that the selection process adheres to New York State law governing charitable awards and nonprofit operations.
 9. The Trustee shall maintain full transparency and accountability in its operations, including the management of funds raised for the Gala and the Award. Regular financial reports shall be made available to donors, sponsors, and the general public, ensuring that the funds are used effectively to achieve the Trust's charitable objectives.
- (c) The proceeds from the Gala, including but not limited to ticket sales, sponsorships, and donations, shall be deposited into the Trust's operating fund and used exclusively for the charitable purposes outlined in the Trust's governing documents, including the following:
1. Funding of the Les Maîtres d'Art Haïtiens Award, including the organization of the Gala and related activities.
 2. Supporting the preservation, promotion, and education of Haitian art and culture, including grants, scholarships, and educational programs.
 3. Other charitable purposes consistent with the Trust's mission, as determined by the Trustee.

§ 10.14 - Establishment and Management of the Trust Assets Cultural Fund

The Trustee shall establish and manage the "Trust Assets Cultural Fund" (the "Fund") to allocate proceeds from the exhibition or sale of the Trust Assets. All proceeds shall be used exclusively for the charitable purposes of the Trust, as detailed herein, and shall be managed in compliance with the New York State Not-for-Profit Corporation Law and other applicable laws. The Fund shall be governed by the following terms:

- (a) The Trustee shall organize and curate traveling exhibitions of the Trust Assets at nationally and internationally recognized museums, galleries, and cultural institutions. The Trustee shall enter into agreements with such institutions that ensure a portion of

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revenue derived from ticket sales, merchandise, and sponsorships directly benefits the Fund. The Trustee shall take all necessary steps to comply with New York State laws, including but not limited to, obtaining appropriate insurance coverage for the Trust Assets, coordinating with exhibition venues, and ensuring the safety and security of the Trust Assets while on display.

- (b) The Trustee may, at its discretion and subject to applicable New York State law, sell limited-edition prints, digital reproductions, or other authorized versions of the Trust Assets. The Trustee shall ensure that any reproductions are clearly identified as authorized by the Trustee and that all sales are made with respect to the cultural and historical integrity of the Trust Assets. Revenue generated from the sale of reproductions shall be directed to the Fund to support the Trust's charitable activities.
- (c) All proceeds received by the Trustee from the exhibition or sale of the Trust Assets shall be deposited into the Fund. The Fund shall be used exclusively for the charitable purposes of the Trust, which may include:
 - 1. Acquisition, conservation, and exhibition of the Trust Assets.
 - 2. Funding for educational scholarships, fellowships, and grants in the fields of Haitian art, culture, and history.
 - 3. Support for cultural preservation initiatives and programs focused on Haitian heritage.
 - 4. Funding for community outreach and educational programs to promote Haitian art and culture.
 - 5. Any other purposes consistent with the charitable objectives of the Trustee.
- (d) The Trustee shall ensure that all transactions involving the exhibition or sale of Trust Assets are properly documented and accounted for, and shall maintain transparency regarding the use of proceeds in accordance with New York State law governing charitable trusts.
- (e) The Trustee may offer VIP access, exclusive viewings, and special events for high-level donors, philanthropists, and sponsors who contribute significantly to the Fund. Such events shall comply with all New York State laws and regulations governing charitable events, including obtaining necessary permits and ensuring appropriate tax reporting. The Trustee may also provide public recognition and acknowledgments for major contributors, including in exhibition materials, catalogs, and event invitations.
- (f) The Trustee shall ensure that the cultural and historical significance of the Trust Assets is prominently promoted and documented in connection with exhibitions, sales, and fundraising activities. This may include the production of exhibition catalogs, educational programs, digital content, and promotional materials that highlight the legacy of Haitian art and culture. The Trustee shall work with art historians, curators, and other cultural experts to maximize the public value and interest in the Trust Assets.
- (g) The Trustee anticipates that these revenue streams, along with strategic partnerships and fundraising events, will provide a sustainable financial model to support the Trust's mission of preserving and promoting Haitian art and culture.
- (h) All activities associated with the exhibition, sale, or utilization of the Trust Assets shall comply with applicable laws and regulations under New York State law, including but not limited to:

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1. New York State Not-for-Profit Corporation Law.
2. New York State Charitable Solicitation Law.
3. New York State tax-exempt status requirements.

§ 10.15 - Investment and Prudent Investor Rule

The Trustee(s) shall manage, invest, and reinvest the assets of the Trust in a manner that strictly adheres to the prudent investor rule, as codified under New York Estates, Powers, and Trusts Law (EPTL) § 11-2.3, ensuring that all decisions are made with due diligence, prudence, and in the best interests of the beneficiaries. The Trustee(s) shall exercise care in diversifying the Trust's investments to minimize the risk of loss while maximizing returns, all while adhering to the charitable purposes of the Trust. The Trustee(s) shall prioritize the beneficiaries' interests above all else, avoiding any conflict of interest, and shall regularly communicate with beneficiaries regarding the management of the Trust's assets. Every investment decision shall be made with a view toward both protecting the Trust's assets and furthering its charitable mission, ensuring transparency and accountability in all actions.

§ 10.17 - Authority Over Trust Assets

The Trustee(s) shall have the authority to retain, sell, exchange, or otherwise dispose of Trust assets, including real estate, tangible personal property, and financial instruments, in a manner that is consistent with the Trust's objectives and in full compliance with New York fiduciary law, including the prudent investor rule as set forth in EPTL § 11-2.3. In exercising this authority, the Trustee(s) shall act with prudence, care, and loyalty, ensuring that all actions are made in the best interests of the beneficiaries and in furtherance of the Trust's charitable purposes.

§ 10.18 Authority to Conduct Sales of Trust Assets through Christie's Evening Sale

The Trustee(s) shall have the authority to sell Trust assets — including but not limited to paintings, sculptures, and other high-value cultural items — through an evening sale at "Christie's." The Trustee(s) shall ensure that the sale is conducted in accordance with "Christie's" established procedures for evening auctions, with the goal of achieving the highest possible market value for the assets.

§ 10.19 Authority to Conduct Sales of Trust Assets through Sotheby's Evening Auction

The Trustee(s) shall have the authority to sell Trust assets — including but not limited to fine art, rare collectibles, and other significant items — at an evening auction held by "Sotheby's." The Trustee(s) shall work closely with "Sotheby's" specialists to ensure that the auction is conducted in a manner that maximizes the assets' value, with due consideration given to the appropriate auction cataloging, marketing, and bidding strategies.

§ 10.18 - Duty to Review and Maintain Trust Assets

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The Trustee(s) shall regularly review the value and performance of Trust assets and make decisions based on sound judgment, minimizing risk while optimizing the Trust's long-term financial health. The Trustee(s) shall avoid conflicts of interest and disclose any potential personal interests in transactions, ensuring full transparency and accountability to the beneficiaries. All disposals of Trust assets shall be made in good faith, and the Trustee(s) shall maintain clear documentation of all decisions made in connection with these actions.

§ 10.19 - Entitlement to Compensation

Pursuant to EPTL § 11-1.7 and other applicable provisions of New York law, the Trustee(s) of this Trust shall be entitled to reasonable compensation for their services in administering the Trust, unless expressly prohibited by the terms of this Trust or by law.

§ 10.20 - Determination of Reasonable Compensation

Trustee compensation shall be fair and reasonable, considering:

1. The time and effort expended by the Trustee(s).
2. The complexity and scope of the Trust's activities.
3. The skills, experience, and responsibilities required of the Trustee(s).
4. Trustee compensation shall not exceed industry standards for similar roles and responsibilities and must align with the Trust's charitable purposes.

§ 10.21 - Compliance with New York Law

All compensation shall comply with New York law, including but not limited to EPTL § 11-1.7 and other applicable provisions governing trustee compensation. Any disputes regarding the amount of compensation shall be resolved in accordance with the laws of New York.

§ 10.22 - Payment of Trustee Salary

The Trustee(s) shall be entitled to an annual salary of \$15,000 or 2% of the Trust's gross income, whichever is greater, not to exceed \$50,000 annually, which may be adjusted upon mutual agreement or by court approval. Such compensation shall be determined with due regard to the Trust's best interests, the scope of the Trustee(s)' responsibilities, and in compliance with New York law, including EPTL § 11-1.7 and all applicable fiduciary laws and regulations.

§ 10.23 - Court Approval

If necessary or required, the Trustee(s) may seek court approval to confirm the reasonableness of their compensation, consistent with New York law, including EPTL § 11-1.7 and any applicable fiduciary standards.

§ 10.24 - Authorization to Employ Personnel

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The Trustee(s) are authorized to employ or engage additional personnel, including, but not limited to, a court-appointed Commissioner, as authorized under applicable New York law, to carry out activities that further the charitable purposes of the Trust. Any such appointment or engagement shall be made in accordance with relevant legal procedures, including, where applicable, CPLR Article 43 for special proceedings or other relevant provisions of New York law. All actions taken by the Trustee(s) and appointed personnel shall be subject to judicial oversight by the Supreme Court of the State of New York, ensuring compliance with the Trust's terms, its charitable objectives, and applicable law.

§ 10.25 - Personnel Salary and Fees

Personnel employed by the Trustee shall be paid a salary or fees commensurate with their duties and responsibilities.

- (a) All personnel compensation shall adhere to New York law and the fiduciary obligations of the Trustee(s).

§ 10.26 - Court Approval for Employment and Compensation

If the hiring or compensation of personnel requires judicial review under New York law, the Trustee(s) shall seek approval from a court of competent jurisdiction in accordance with applicable New York fiduciary standards and laws.

§ 10.27 - Transparency and Recordkeeping

The Trustee(s) shall maintain detailed records of:

- (a) Personnel employed or engaged by the Trustee.
- (b) Their respective roles, responsibilities, and compensation.
- (c) Such records shall be included in the Trust's annual financial reports and disclosed to any party entitled to review the Trust's activities under New York law.

§ 10.28 - Authorization to Employ Additional Personnel for Art Auction

The Trustee(s) are authorized to employ or engage additional personnel, including, but not limited to, a court-appointed Commissioner, in accordance with applicable New York law, to facilitate the sale or auction of the Trust's paintings through established auction houses such as Sotheby's, Christie's, or other recognized entities. Any such appointment or engagement shall comply with relevant legal provisions, including, as applicable, EPTL § 8-1.1(f), N-PCL § 112(a)(7), and CPLR Article 43, and shall be subject to court oversight to ensure adherence to the Trust's terms and charitable purposes.

§ 10.29 - Authority and Duties of Court-Appointed Commissioner

The Trustee shall ensure that a court-appointed Commissioner has the authority to perform duties as directed by the court, which may include, but are not limited to:

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1. Investigating the administration of the Trust to ensure compliance with its terms and applicable law;
2. Supervising the process of appraising, cataloging, and auctioning the paintings, including the selection of auction houses and the negotiation of terms;
3. Ensuring that all proceeds from the sale of the paintings are directed to the Trust's charitable purposes as outlined in the Trust documents;
4. Providing regular reports to the court detailing the process, findings, and actions taken to fulfill the Trust's objectives.

§ 10.30 - Compensation for Court-Appointed Commissioner

The Trustee shall ensure that the court determines the reasonable compensation for any court-appointed Commissioner, considering the complexity of the Trust's assets (i.e., fine art), the scope of the Commissioner's duties, the time required to complete those duties, and the value of the assets being sold. The compensation may be based on a "Tiered Commission Structure" — where the Commissioner's fee is proportionate to the value of the assets — or a "Performance-Based Commission (Bonus Structure)" — where a base fee is supplemented by bonuses tied to the successful completion of specific performance metrics, such as sale price or asset liquidation goals. Compensation shall be paid from the Trust's assets unless otherwise directed by the court — in which case the court may alter the payment source based on the Trust's financial condition or other relevant factors.

§ 10.31 - Accountability and Reporting of Court-Appointed Commissioner

The Trustee shall ensure that any Commissioner appointed by the court is accountable to the court and must provide regular, detailed reports on their actions and findings. The Commissioner shall act in accordance with the court's directives, the terms of the Trust, and applicable law. All actions and reports of the Commissioner shall be subject to judicial review and approval to ensure that the Trust's objectives are being properly met.

§ 10.32 - Motion for Appointment of Court-Appointed Commissioner

The Trustee(s) shall prepare a motion for the court, requesting the appointment of a court-appointed Commissioner under CPLR Article 43. The motion shall include:

1. The specific purpose of selling or auctioning the Trust's paintings to fund the charitable programs outlined in the Trust, including arts education;
2. A statement that the paintings' fair market value is unknown and will require a professional or independent appraisal;
3. A request for the court to appoint a Commissioner with expertise in art sales and charitable trust management to oversee the sale process.

§ 10.33 - Court Review of Motion for Appointment of Commissioner

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The Trustee shall ensure that the court reviews the motion to determine the necessity of appointing a Commissioner.

§ 10.34 - Issuance of Court Order and Selection of Commissioner

The Trustee shall ensure that, upon the court's approval, an order of appointment is issued. The Commissioner shall be selected based on qualifications that include, but are not limited to, expertise in art sales (with experience at prestigious auction houses such as Sotheby's or Christie's), fine arts management, and charitable trust law, particularly as outlined under the New York State Not-for-Profit Corporation Law (NPCL). This ensures that the Trust's assets are managed and sold in strict compliance with its charitable objectives, in alignment with the grantor's intent and applicable legal standards.

§ 10.35 - Notification and Oath of Office for Court-Appointed Commissioner

The Trustee shall ensure that, upon the Commissioner's appointment, they are formally notified of their duties and responsibilities. The Trustee shall also ensure that the Commissioner takes an oath of office in court, affirming their obligation to act impartially, with due diligence, and in the best interests of the Trust and its beneficiaries, in compliance with the fiduciary duties outlined under the New York State Not-for-Profit Corporation Law (NPCL).

§ 10.36 - Responsibilities of the Court-Appointed Commissioner

The Trustee shall ensure that, once appointed, the Commissioner shall:

1. Obtain an independent appraisal of the paintings to determine fair market value;
2. Select an appropriate auction house (such as Sotheby's, Christie's, or another reputable entity) and negotiate the sale terms, and ensure that the sale is conducted as an evening sale.
3. Oversee the entire auction process to ensure transparency, compliance with Trust terms, and proper allocation of proceeds for charitable purposes.

§ 10.37 - Final Report of the Court-Appointed Commissioner

The Trustee shall ensure that, following the sale or auction of the paintings, the Commissioner shall file a final report with the court, which shall include:

1. The appraised value of the paintings;
2. The final sale prices at auction;
3. Confirmation that all proceeds were allocated to the charitable purposes of the Trust, as per the Trust's terms and conditions.

§ 10.38 - Court Review of Commissioner's Final Report

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The Trustee shall ensure that the court reviews the Commissioner's final report to confirm that the sale was conducted properly and in compliance with the Trust's objectives and applicable law. The Trustee shall ensure that the court approves the report if everything is in order. If discrepancies or issues are found, the Trustee shall ensure that the court requests further details before approval.

§ 10.39 - Oversight of Auction and Final Report

The Trustee shall ensure that the Commissioner successfully oversees the auction of the Trust's paintings, ensuring compliance with the Trust's terms and that proceeds are allocated to the charitable programs specified in the Trust. The Trustee shall ensure that the final court-approved report confirms that the sale process was carried out transparently and in accordance with the Trust's charitable mission.

§ 10.40 - Compliance with Tax-Exempt Status Regulations

The Trustee(s) shall ensure that if the Trust is recognized as tax-exempt under New York State law, all compensation is in full compliance with applicable regulations, safeguarding the Trust's tax-exempt status and preventing any private inurement or impermissible private benefit.

§ 10.41 - Court Oversight

Interim and Final Reviews

- (a) The Trustee(s) may request the court to conduct an interim review after three months to evaluate progress.
- (b) The Trustee(s) will request a final review to determine whether the Commissioner's role is necessary beyond the initial term.

§ 10.42 - Judicial Monitoring

- (a) The Trustee shall ensure compliance with the Trust's terms and purpose, and The Supreme Court of the State of New York shall have jurisdiction over matters related to the administration of this Trust as permitted under applicable law.
- (b) The Trustee shall provide periodic reports to the Court regarding the financial status and administration of the Trust, subject to any requirements set forth by New York law or court order.
- (c) Upon petition by an interested party or as required by law, the Court may review the Trustee's compliance with the stated purpose of the Trust. The Trustee and any designated Trust Coordinator shall provide evidence upon request to demonstrate adherence to the Trust's objectives.

§ 10.43 - Authority to Seek Judicial Oversight of Asset Sales, Including Auctions

Pursuant to EPTL § 7-2.1 and CPLR § 7701, the Trustee(s) are specifically empowered to:

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- (a) The Trustee(s) shall submit special proceedings or fiduciary petitions seeking court approval for the auction, sale, transfer, or other disposition of significant Trust assets, including but not limited to high-value items such as paintings, real estate, or other property of substantial worth. These motions shall be filed in accordance with the procedural requirements set forth under EPTL § 7-2.1, which governs actions involving the disposition of Trust assets, and CPLR § 7701, which applies to proceedings relating to express trusts.
- (b) In filing the motion, the Trustee(s) shall demonstrate that the proposed disposition is consistent with their fiduciary duties, including the duty of loyalty, prudence, impartiality, and transparency, in accordance with EPTL § 7-2.1. These duties require that the Trustee(s) act in the best interests of the Trust and its beneficiaries, ensuring that the proposed sale or auction will provide the maximum value for the Trust.
- (c) The Trustee(s) shall be authorized to dispose of assets, including Twenty (20) paintings, through auction at Sotheby's and Christie's, reputable auction houses with the necessary expertise to handle high-value cultural assets. The Court shall review and approve the method of disposition to ensure it aligns with the Trust's interests and goals.

§ 10.44 - Authority to Act in Response to External Disruptions

- (a) The Trustee(s) shall have the authority to act in the event that the Trust encounters external disruptions that adversely affect its ability to proceed with the sale or auction of Trust assets, including, but not limited to:
 - 1. Targeted harassment or defamation campaigns by hate groups seeking to undermine the Trust's ability to sell or auction its assets;
 - 2. Coordinated economic interference aimed at restricting the Trust's ability to conduct asset sales or auctions;
 - 3. Fraudulent or malicious legal actions intended to delay or obstruct the sale or auction of Trust assets;
 - 4. Cybersecurity threats or reputational attacks on the Trust or its Trustee(s) related to the sale of Trust assets.
- (b) The Trustee(s) shall have the authority to petition the Supreme Court of the State of New York for judicial oversight and the appointment of a Commissioner to facilitate the sale, auction, or other disposition of Trust assets.
- (c) The Court may take corrective measures, including, but not limited to:
 - 1. Issuing injunctive relief against entities engaged in bad-faith interference with the sale or auction of Trust assets;
 - 2. Granting expedited approval of the sale or auction of Trust assets to mitigate financial harm to the Trust;
 - 3. Appointing a neutral fiduciary Commissioner to oversee the auction process and ensure that the sale of Trust assets is conducted in accordance with the Trust's objectives and in the best interests of the beneficiaries.
- (e) This provision ensures that the Trust remains insulated from undue external pressures and that Trustee(s) retain full authority to act in the best interests of the Trust and its charitable mission, without disruption from external adversarial actors.

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§ 10.45 - Submission of Auction Details for Court Approval

The Trustee(s) shall submit comprehensive details of the proposed auction, including but not limited to:

1. A full description of the assets to be auctioned (e.g., paintings, real estate, etc.).
2. The estimated market value of the assets, as determined by appraisals, including those conducted by the Trustee(s) or reputable sources.
3. The proposed auction dates, locations (Sotheby's and Christie's), and conditions of sale.

§ 10.46 - Ensuring Alignment with Charitable Purpose and Fair Market Value

The Trustee(s) shall ensure that the auction process aligns with the Trust's charitable purpose and will secure fair market value for the Trust's assets. The Trustee(s) shall also ensure that the auction adheres to all applicable fiduciary duties, including loyalty, prudence, and transparency, in accordance with the standards set out in EPTL § 7-2.1 and CPLR § 7701. The Court shall evaluate the Trustee(s)' motion based on these considerations.

§ 10.47 - Petition for Appointment of Certified Appraisers

The Trustee(s) shall petition for the appointment of certified appraisers, qualified under the standards of the American Society of Appraisers (ASA) or an equivalent professional body, to determine the fair market value of the Trust's assets prior to sale.

§ 10.48 Appointment of a Court-Authorized Seller

- (a) The Trustee(s) may petition the court for the appointment of a neutral third party, including but not limited to a court-appointed commissioner, to facilitate and conduct the sale of Trust assets, pursuant to the authority granted to the Trustee(s) under New York Estates, Powers and Trusts Law (EPTL) § 7-1.9, EPTL § 8-1.1(f), New York Not-For-Profit Corporation Law (N-PCL) § 112(a)(7), and CPLR Article 43.
- (b) The Trustee(s) shall demonstrate to the court that the proposed commissioner is qualified and capable of conducting the sale in full compliance with applicable law, including New York fiduciary standards and best practices for asset liquidation. The court-appointed commissioner shall be selected based on their qualifications, impartiality, and ability to maximize the value of the assets in accordance with the terms of the Trust.
- (c) The Trustee(s) shall ensure that the appointment of the commissioner guarantees impartiality, compliance with applicable laws, and maximization of asset value.
- (d) This appointment shall ensure:
 - (i) The Trustee(s) shall ensure that the commissioner is free from conflicts of interest and operates impartially, ensuring fair treatment of all parties involved in the sale process.
- (e) The Trustee(s) shall submit to the court a detailed petition outlining the qualifications of the proposed commissioner, a clear justification for their appointment, and an explanation of how the sale will meet the fiduciary requirements outlined herein. The

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Trustee(s) shall also provide a proposed timeline for the sale process, including any necessary public notices or disclosures, to ensure transparency and accountability.

§ 10.49 Transparency and Beneficiary Notification

- (a) The Trustee(s) shall ensure that for public auctions or high-profile sales, the process is conducted transparently and in accordance with judicial orders, including public notices if required.
- (b) The Trustee(s) shall provide advance written notice to all known beneficiaries or their legal representatives of any proposed sale or significant Trust action. This notice must:
 - 1. Describe the nature and purpose of the action.
 - 2. Include appraisals, market analyses, or other supporting documentation.
 - 3. Allow beneficiaries a reasonable period to provide feedback or file objections.

§ 10.50 Recordkeeping and Reporting

- (a) Upon request, the Trustee(s) shall provide beneficiaries with records of any fiduciary motions, court rulings, and financial outcomes of asset sales.
- (b) The Trustee(s) shall submit periodic reports to the court detailing:
 - 1. The outcomes of approved sales, including sale prices and costs incurred.
 - 2. Compliance with fiduciary duties and the Trust's charitable objectives.

§ 10.51 Fiduciary Recordkeeping and Compliance

- (a) The Trustee(s) shall maintain accurate and detailed records of all asset transactions, including petitions filed, court orders obtained, sale agreements executed, and proceeds disbursed.
- (b) Upon request, the Trustee(s) shall provide beneficiaries with records of any fiduciary motions, court rulings, and financial outcomes of asset sales.

§ 10.52 Judicial Monitoring

- (a) The Trustee(s) may schedule interim reviews to evaluate the Trustee(s)' performance and compliance with fiduciary duties.
- (b) The Trustee(s) shall ensure that a final judicial review confirms the proper disposition of proceeds, alignment with the Trust's purposes, and the appropriateness of the Trustee(s)' actions.

§ 10.53 Fiduciary Accountability

- (a) The Trustee(s) shall exercise all powers and duties under this Article in accordance with the fiduciary principles codified in EPTL § 11-2.3 et seq., ensuring that all actions are executed with the utmost good faith, transparency, and in the best interests of the Trust and its beneficiaries.

§ 10.54 Appointment of Commissioner for Sponsorships and Strategic Partnerships

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- (a) The Trustee(s) shall have the authority to appoint a Commissioner to assist in securing sponsorships, grants, and other funding sources critical to advancing the mission of the Trust. The Commissioner shall be appointed by the Trustee(s) in accordance with the Trust's objectives, ensuring the role aligns with the Trust's purpose of promoting Haitian art and culture. The Trustee(s) shall establish the terms and conditions of the Commissioner's appointment through a separate, legally binding Sponsorship Agreement. This agreement shall outline the specific duties, responsibilities, compensation structure, performance expectations, and fiduciary obligations of the Commissioner, ensuring full compliance with the Trust's mission and the governing Agreement of the Trust.
- (b) The Trustee shall ensure that the Commissioner's appointment is made in accordance with the Trust's financial needs and goals and is subject to periodic review to ensure alignment with the Trust's charitable purposes. The Trustee may terminate the appointment if it is determined that the Commissioner's actions are not consistent with the objectives of the Trust or do not meet the established performance standards.
- (c) The Trustee shall ensure that all agreements negotiated and signed by the Commissioner are consistent with the Trust's mission and goals and shall be subject to review and approval by the Trustee prior to execution.

§ 10.55 Authority to File Petition for Appointment of Commissioner Under New York Law

- (a) The Trustee(s) shall have the authority to file a non-adversarial motion in the Supreme Court of the State of New York for judicial oversight and the appointment of a Commissioner to assist in securing sponsorships and funding for the Trust. This authority may be exercised regardless of the Trust's financial status, including during periods of financial stability, in order to further ensure the fulfillment of the Trust's mission and objectives.
- (b) In the event that the Trust is facing difficulties in securing adequate sponsorships due to external disruptions, including but not limited to a hate group targeting the Trustee(s), the Trustee(s) may exercise this power to ensure the continuity of the Trust's operations and to mitigate any external influences that may hinder the Trust's ability to meet its goals.
- (c) The Commissioner's role shall be to support and advance the Trust's efforts in acquiring sponsorships, grants, and other sources of funding, and the Trustee(s) shall retain the discretion to seek such appointment at any time the Trustee(s) deem it necessary for the proper administration and support of the Trust's activities.

§ 10.56 Responsibilities of the Appointed Commissioner

- (a) The Trustee shall ensure that the Commissioner, once appointed, is responsible for securing sponsorships and fostering relationships with potential donors and sponsors to support the Trust's charitable activities.
- (b) The Trustee shall work with the appointed Commissioner to ensure alignment with the Trust's purpose, including verifying that all sponsorship agreements are consistent with the Trust's mission of promoting Haitian art and culture.

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§ 10.57 Non-Adversarial Motion for Judicial Oversight

- (a) The Trustee shall ensure that this motion is non-adversarial in nature, as both the Trustee and the court share a common goal of preserving the Trust's mission and fulfilling the grantor's intent. The filing of such a motion, under judicial oversight, shall ensure that the sponsorship efforts are properly managed, transparent, and in full compliance with applicable laws, thereby ensuring the continued success and sustainability of the Trust's charitable objectives.

§ 10.58 Fiduciary Responsibilities of the Commissioner

- (a) The Trustee shall ensure that the Commissioner acts in good faith and in the best interests of the Trust, ensuring that all sponsorships, donations, and funding sources strictly align with the Trust's purpose of promoting Haitian art and culture. In accordance with the fiduciary duties outlined in the New York State Not-for-Profit Corporation Law (NPCL), the Commissioner shall:
1. Evaluate all sponsorships and funding opportunities to confirm they support the Trust's mission and do not conflict with its stated charitable purpose or create potential conflicts of interest.
 2. Ensure that all sponsorship agreements comply with the governance and fiduciary standards required by New York State law, including transparency in agreements and adherence to Article 7-A of the Executive Law regarding charitable solicitations.
 3. Disclose and document any potential conflicts of interest in accordance with NPCL Section 715, maintaining a conflict-of-interest policy to safeguard the Trust's integrity and compliance with state law.
 4. Oversee the appropriate use of funds and ensure all financial activities are aligned with the Trust's mission and New York State's requirements for nonprofit organizations.
 5. Collaborate with legal and financial advisors to ensure that all sponsorships, donations, and funding sources meet the legal and ethical standards prescribed by New York State regulations.
- (b) The Trustee shall ensure that the Commissioner exercises the care, diligence, and skill that an ordinary prudent person would exercise under similar circumstances in managing the Trust's sponsorship agreements.
- (c) The Trustee shall ensure that the Commissioner maintains confidentiality concerning all proprietary and sensitive information of the Trust, including financial details, donor information, and sponsorship agreements.
- (d) The Trustee shall ensure that the Commissioner provides regular, detailed reports on sponsorship activities, including updates on funds raised, the use of sponsorship funds, and any relevant correspondence.
- (e) The Trustee shall ensure that the Commissioner ensures all sponsorships fully comply with applicable New York State laws and regulations governing nonprofit organizations, including but not limited to the New York State Not-for-Profit Corporation Law (NPCL),

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Article 7-A of the Executive Law on charitable solicitations, and all related guidelines issued by the New York State Attorney General's Charities Bureau.

§ 10.59 Oversight and Accountability for Sponsorship Funds

- (a) The Trustee shall ensure that the Commissioner ensures all funds secured through sponsorship agreements are deposited into the Trust's designated accounts and used exclusively for the Trust's approved charitable purposes.
- (b) The Trustee shall ensure that the Commissioner submits all secured sponsorship agreements to the Trustee for review and approval before finalization.
- (c) The Trustee shall conduct an annual review of the Commissioner's performance, based on metrics such as funds raised, the alignment of sponsorships with the Trust's mission, and overall fundraising success.

§ 10.60 Commissioner Compensation Structure

- (a) The Trustee shall compensate the Commissioner on a commission basis, providing a 10% commission on the total sponsorship funds secured through executed agreements.
- (b) The Trustee shall ensure that all payments comply with applicable New York laws and fiduciary obligations. This compensation structure directly incentivizes performance while maintaining accountability.
- (c) The Trustee shall compensate the Commissioner on a commission basis, as follows:
 - 1. The Trustee shall ensure that the Commissioner receives 10% of the total funds raised through sponsorship agreements secured by the Commissioner.
 - 2. The Trustee shall ensure that the total commission the Commissioner can earn in a calendar year is capped at \$100,000, to ensure that compensation remains reasonable in relation to the overall financial goals of the Trust. This cap is in place to ensure sustainability while motivating the coordinator to pursue high-value sponsorships.

§ 10.61 Terms and Conditions

- (a) The Trustee shall appoint the Commissioner for a two-year term, with the possibility of renewal based on performance and the continued success in securing sponsorships.
- (b) Payment Structure: The Trustee shall ensure that commissions are paid quarterly, with a 30-day review period to confirm all terms of the sponsorship agreements. Any sponsorship funds that are not fully paid by the end of the quarter shall not be counted toward the Commissioner's commission until the funds are received.
- (c) The Trustee shall expect the Commissioner to secure a minimum of \$300,000 in sponsorships annually. However, the Commissioner shall be incentivized with a 10% commission on any amount secured above this threshold.
- (d) The Trustee shall ensure that if the Commissioner exceeds the annual target of \$300,000 in secured sponsorships, the Commissioner will receive an additional 12% commission on the funds raised above this target.

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- (e) The Trustee shall ensure that the Commissioner is paid quarterly, based on the confirmed receipt of sponsorship funds by the Trust. Payment will only be made after the funds are allocated to the Trust's designated charitable activities.

ARTICLE ELEVEN: Administrative Powers and Duties of the Trustee(s)

§ 11.1 General Authority

The Trustee(s) shall have full authority to act on behalf of the Trust in executing any transaction related to the administration of the Trust, including, but not limited to, the purchase, sale, lease, or management of real property, entering into contracts with museums, galleries, artists, educational institutions, or other entities, organizations, or individuals as necessary to further the charitable purposes of the Trust. This authority includes the power to negotiate terms, execute agreements, manage funds, and take any related actions required to fulfill the Trust's objectives effectively. The Trustee(s) shall have discretion to determine the appropriateness of such contracts and activities, provided that such actions are in alignment with the Trust's charitable mission and serve the best interests of the Trust and its beneficiaries.

§ 11.2 Specific Powers and Responsibilities

- (a) The Trustee(s) shall maintain accurate records of the Trust's activities, including detailed accounts of all income, expenses, and distributions.
- (b) The Trustee(s) shall prepare and provide an annual report to the Grantor and any other relevant parties, ensuring transparency and accountability in all Trust activities.
- (c) Pursuant to New York Estates, Powers, and Trusts Law § 10-10.1, the Trustee shall have the authority to open, maintain, and close bank accounts, including checking accounts, savings accounts, and other deposit accounts, in the name of the Trust. The Trustee is authorized to deposit, withdraw, and transfer funds as necessary to fulfill the purposes of the Trust.
- (d) The Trustee is further empowered to endorse, deposit, and negotiate checks, drafts, and other financial instruments payable to the Trust, and to engage with financial institutions as necessary for the proper management and administration of Trust assets. This authority shall include, but is not limited to, the ability to:
 - 1. Establish relationships with banks or other financial institutions.
 - 2. Provide any documentation required to verify the existence of the Trust and the Trustee's authority.
 - 3. Manage and invest funds in accordance with the Trust's terms and the prudent investor rule as codified in EPTL § 11-2.3.
- (e) The Trustee(s) shall have the authority to take any other lawful actions necessary or appropriate to fulfill the charitable purposes of the Trust, as set forth in this Agreement.
- (f) The Trustee(s) shall also have the authority to solicit, accept, and manage donations, gifts, grants, and other contributions that support the Trust's charitable purposes. This

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authority includes the power to negotiate and enter into agreements governing such contributions to ensure their proper use in alignment with the Trust's mission.

ARTICLE TWELVE: Distributions

§ 12.1 Charitable Purposes

- (a) The Trustee(s) shall distribute the assets of the Trust solely for charitable purposes in accordance with the terms set forth herein. All distributions must be made in a manner that advances the Trust's mission, as articulated in the Agreement, and in full compliance with applicable laws, including but not limited to those governing charitable trusts and nonprofit entities in New York State.

§ 12.2 Fiduciary Duties in Distribution

- (a) In accordance with the fiduciary duties imposed on the Trustee(s) by law, distributions shall be made with prudence, loyalty, and impartiality, ensuring that the charitable purposes of the Trust are fulfilled. Distributions may be made from both the income and principal of the Trust, as deemed appropriate by the Trustee(s), in furtherance of the charitable goals of the Trust, including:
- (b) The Trustee may make distributions to support the preservation, exhibition, and promotion of Haitian art, history, and culture. This includes funding for educational initiatives, exhibitions, and cultural events, both within Haiti and globally, that advance the Trust's charitable mission.

§ 12.3 Support for Art Education and Global Charitable Causes

- (a) The Trustee may make distributions to support art education programs, particularly in underserved communities worldwide, and allocate resources for global charitable causes such as disaster relief, poverty alleviation, and educational advancement. This includes providing grants or funding to organizations that align with the Trust's purpose.

§ 12.4 Support for Haitian Artists and Culture

- (a) The Trustee may allocate resources to support Haitian artists and their work, as well as contribute to initiatives aimed at the preservation of Haitian culture and heritage.

§ 12.5 Grants to Qualified Charitable Organizations

- (a) The Trustee may make distributions to qualified charitable organizations, as defined under New York State law, to advance the charitable objectives of the Trust. This may include grants to organizations focused on cultural preservation, educational initiatives, and humanitarian efforts.

§ 12.6 Distributions for Charitable Purposes

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- (a) The income and/or principal of the Trust shall be distributed to or for the benefit of charitable organizations, causes, and activities consistent with the purposes set forth in this Agreement. The Trustee(s) may exercise discretion in determining the amount, frequency, and recipient of distributions, provided that such distributions are made solely for charitable purposes as defined herein.

§ 12.7 Consideration of Grantor's Intent

- (a) The Trustee(s) may consider the best interests of the Trust and the Grantor's intent in determining the amount, frequency, and recipients of such distributions, provided all distributions are consistent with the charitable purposes of the Trust and comply with applicable tax laws governing charitable distributions.

ARTICLE THIRTEEN: Amendment and Revocation

§ 13.1 Irrevocability of the Trust

This Trust is irrevocable and shall not be amended, altered, or revoked by the Grantor at any time, whether during the Grantor's lifetime or after the Grantor's death. In accordance with New York law, specifically the New York Estates, Powers and Trusts Law (EPTL) § 7-1.9, this Trust shall be deemed to be a fully irrevocable instrument upon its execution, and the Grantor hereby waives any right to modify, amend, or revoke this Trust, either in whole or in part, in any manner, including by will or by any other written instrument after the creation of this Trust.

§ 13.2 Exceptions to Irrevocability

This Trust shall be irrevocable and remain in full force and effect from the date of execution. It shall not be subject to revocation or modification by the Grantor or any other party, except as expressly permitted by applicable law or with the approval of the Court, where required. Any dispute regarding the irrevocability of this Trust shall be governed by the laws of the State of New York and resolved in accordance with New York trust and estate law.

ARTICLE FOURTEEN: Duration of the Trust

§ 14.1 Perpetuity of the Trust

The Trust shall continue in perpetuity, unless otherwise specified in the provisions of this Agreement or by law.

ARTICLE FIFTEEN: Tax-Exempt Status

§ 15.1 Intent to Qualify for Tax-Exempt Status

This Trust is intended to qualify as a tax-exempt organization under New York State law and shall be operated and administered in strict compliance with all applicable requirements to maintain its tax-exempt status.

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ARTICLE SIXTEEN: Governing Law

§ 16.1 Jurisdiction and Venue

This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York. Any disputes arising under this Agreement shall be subject to the exclusive jurisdiction of the courts of the State of New York, including the Supreme Court of the State of New York or any other court having proper jurisdiction over trust matters, as applicable.

ARTICLE SEVENTEEN: Compliance and Regulations

§ 17.1 Compliance with New York Estates, Powers, and Trusts Law

The Trust and its Trustees shall operate in full compliance with the New York Estates, Powers, and Trusts Law (EPTL), including but not limited to EPTL § 8-1.4, governing the administration of charitable trusts. All fiduciary decisions and activities shall align with the Prudent Investor Rule, as codified in EPTL §11-2.3, and other applicable provisions of New York law.

§ 17.2 Adherence to Charitable Trust Regulations

The Trust shall remain under the jurisdiction of the New York State Attorney General's Charities Bureau, and the Trustees shall ensure adherence to all registration, reporting, and operational requirements as mandated by New York law, including Article 7-A of the Executive Law.

§ 17.3 Exclusively Charitable Purposes

The Trust shall not engage in any activity that is inconsistent with its charitable purposes. In compliance with EPTL § 8-1.1, the Trustees shall ensure that the Trust's income and assets are used exclusively for the charitable purposes outlined in the governing instrument, with no private inurement or benefit to any individual or entity outside the scope of the Trust's objectives.

§ 17.4 Tax Compliance and Reporting

The Trust shall comply with all applicable tax obligations under New York State law, including the filing of required annual returns and reports, and shall maintain its tax-exempt status by ensuring adherence to both state and federal standards.

§ 17.5 Maintenance of Books and Records

The Trustees shall maintain accurate and detailed books and records of all Trust activities, including financial transactions, meeting minutes, correspondence, and operational decisions. Records shall comply with the retention and transparency requirements outlined in EPTL § 8-1.4 and related provisions of New York law.

§ 17.6 Filing of Annual Reports

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The Trust shall file all annual financial reports and required documentation with the New York State Attorney General's Charities Bureau, as mandated by Article 7-A of the Executive Law. Such filings shall include a complete accounting of all Trust assets, income, expenses, and distributions, along with any changes in governance or operational policies.

§ 17.7 Independent Audit

If required under New York law or by the size of the Trust's assets or income, the Trustees shall engage an independent certified public accountant to audit the Trust's financial statements and ensure compliance with all reporting obligations.

§ 17.8 Public Access to Documents

The Trustees shall comply with all New York laws regarding public access to the Trust's financial records, annual filings, and governing documents. Where required, these documents shall be made available for public inspection in accordance with the standards set by the Charities Bureau.

§ 17.9 Periodic Internal Reviews

The Trustees shall establish procedures for periodic internal reviews of the Trust's compliance with reporting and record-keeping obligations. Any deficiencies or irregularities identified during such reviews shall be documented, addressed, and, if necessary, reported to the appropriate authorities.

§ 17.10 Exclusivity of Charitable Purpose

The Trustees shall ensure that the Trust operates solely for its stated charitable purposes, as required by EPTL § 8-1.1, and that all funds and assets are used exclusively to further the Trust's charitable objectives.

§ 17.11 Political Campaign and Lobbying Restrictions

In compliance with both New York law and federal regulations, the Trust shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Additionally, no substantial part of the Trust's activities shall consist of attempting to influence legislation, except as expressly permitted under the law.

§ 17.12 Fundraising Activities

If the Trust engages in fundraising activities, the Trustees shall comply with New York Executive Law § 172 governing charitable solicitations. All solicitation materials must accurately represent the Trust's purposes and the intended use of funds.

§ 17.13 Conflict of Interest Policy

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The Trustees shall adopt and enforce a written conflict of interest policy, as required under N-PCL § 715-a, to ensure that any actual or potential conflicts of interest are disclosed and addressed in a manner that prioritizes the Trust's charitable mission and fiduciary responsibilities.

§ 17.14 Whistleblower Policy

The Trust shall establish a whistleblower policy in accordance with N-PCL § 715-b, ensuring protection for individuals who report violations of law or Trust policies. The policy shall include mechanisms for confidential reporting and safeguards against retaliation.

§ 17.15 Cooperation with Regulatory Authorities

The Trustees acknowledge the supervisory authority of the New York State Attorney General over charitable trusts and shall cooperate fully with any audits, investigations, or inquiries initiated by the Charities Bureau.

ARTICLE EIGHTEEN: Financial Management

§ 18.1 Investment Strategy and Oversight

The Trustees shall manage the Trust's assets in accordance with the "Prudent Investor Rule" as outlined in New York Estates, Powers, and Trusts Law (EPTL) § 11-2.3. All investments made by the Trustees shall reflect the duty of care, skill, and diligence that a prudent investor would exercise under similar circumstances, with the primary objectives being the preservation of the Trust's assets, the generation of income, and adherence to the charitable purposes of the Trust.

§ 18.2 Allocation and Use of Funds

The Trustees shall adopt and maintain an investment policy that aligns with the Trust's charitable mission. The policy shall prioritize long-term growth, diversification of investments, and risk management while ensuring sufficient liquidity to meet the Trust's ongoing financial obligations.

§ 18.3 Investment Diversification and Oversight

To minimize risk, the Trustees shall diversify the Trust's investments unless it is determined that, due to special circumstances, the purposes of the Trust are better served without diversification. Any departure from diversification must be documented in writing and justified based on the Trust's objectives.

§ 18.4 Delegation of Investment Authority

The Trustees may, if deemed necessary and appropriate, delegate investment authority to qualified investment managers, advisors, or custodians, provided such delegation complies with EPTL § 11-2.3(c). The Trustees shall establish written agreements with any delegated party,

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clearly outlining their duties, expectations, and compensation. The Trustees retain a non-delegable duty to monitor the activities of such advisors and ensure their adherence to the Trust's investment policies.

§ 18.5 Ethical and Socially Responsible Investing

Consistent with the charitable purposes of the Trust, the Trustees may consider ethical and socially responsible investment criteria in selecting investment vehicles, provided such considerations do not conflict with the Trustees' fiduciary obligations or the financial sustainability of the Trust.

§ 18.6 Annual Review of Investment Portfolio

The Trustees shall conduct an annual review of the Trust's investment portfolio to ensure its continued alignment with the objectives of the Trust. This review shall include an evaluation of the performance of all investments, the effectiveness of any delegated investment advisors, and compliance with the Trust's investment policy.

§ 18.7 Maintenance of Financial Records

The Trustees shall maintain all financial records of the Trust in accordance with Generally Accepted Accounting Principles (GAAP) as promulgated by the Financial Accounting Standards Board (FASB) and as applicable to nonprofit and charitable trusts. Financial records shall include, but are not limited to, an accurate and complete record of all income, expenses, investments, and distributions.

§ 18.8 Management of Donor-Restricted Funds

If the Trust receives any funds subject to donor restrictions, the Trustees shall maintain separate accounts for such funds to ensure compliance with the donor's restrictions and the requirements of New York Not-for-Profit Corporation Law (N-PCL) and applicable trust law. Restricted funds shall not be commingled with unrestricted funds and shall be used exclusively for the purposes specified by the donor.

§ 18.9 Financial Reporting and Transparency

The Trustees shall prepare and maintain periodic financial reports, including but not limited to quarterly and annual reports, summarizing the financial activities of the Trust. Such reports shall be made available to beneficiaries, the Attorney General of New York, and other interested parties upon request, in accordance with applicable laws.

§ 18.10 Financial Transparency and Disclosures

The Trustees shall ensure that the financial management of the Trust is transparent and that all required disclosures are made in compliance with EPTL § 8-1.4, and any other relevant state reporting requirements.

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§ 18.11 Retention and Security of Financial Records

All financial records, including original documentation of transactions, financial reports, and supporting materials, shall be retained for a minimum of seven (7) years or such longer period as required by law. The Trustees shall implement appropriate safeguards to ensure the secure storage and confidentiality of financial records.

§ 18.12 Annual Audit of Financial Statements

The Trustees shall engage a qualified independent public accounting firm to perform an annual audit of the Trust's financial statements. The audit shall be conducted in accordance with Generally Accepted Auditing Standards (GAAS) and any other applicable auditing standards, with the objective of ensuring the accuracy and reliability of the Trust's financial records and the Trustees' compliance with fiduciary duties.

§ 18.13 Audit Committee

The Trustees may establish an Audit Committee to oversee the annual audit process, review the audit findings, and provide recommendations for improving financial practices. The Audit Committee shall consist of Trustees or other qualified individuals who are independent of the Trust's day-to-day financial operations to ensure impartial oversight.

§ 18.14 Review and Corrective Action

Upon receiving the independent auditor's report, the Trustees shall review and address any findings, recommendations, or deficiencies noted in the report. The Trustees shall take prompt corrective action to resolve any issues identified, and such actions shall be documented in the Trust's records.

§ 18.15 Internal Controls

The Trustees shall implement and maintain a system of internal controls to safeguard the Trust's assets, prevent fraud, and ensure accurate financial reporting. These controls shall include segregation of duties, approval processes for expenditures, and regular reconciliation of financial accounts.

§ 18.16 Periodic Internal Reviews

In addition to the annual independent audit, the Trustees shall conduct periodic internal reviews of the Trust's financial activities to ensure ongoing compliance with the Trust's financial policies and applicable legal requirements. Such reviews may include spot checks, evaluations of internal controls, and assessments of financial risks.

§ 18.17 Compliance with Filing Requirements

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The Trustees shall ensure that all federal, state, and local filing requirements are met, including but not limited to compliance with New York State charitable registration requirements, and submission of any required financial reports to the New York Attorney General's Charities Bureau in accordance with EPTL §8-1.4 and N-PCL Article 7-A.

§ 18.18 Public Disclosure of Financial Statements

The Trust's annual audited financial statements shall be made available to the public upon request, consistent with applicable federal and state laws. The Trustees shall also ensure compliance with any specific public disclosure requirements applicable to charitable trusts.

ARTICLE NINETEEN: Conflict of Interest Policy

§ 19.1 Duty of Loyalty and Conflict of Interest Obligations

Each Trustee, Officer, and other fiduciaries of the Trust (collectively, "Fiduciaries") owe the Trust a duty of loyalty under the New York Not-for-Profit Corporation Law (N-PCL), specifically Section 717, and the New York Estates, Powers, and Trusts Law (EPTL), which requires that Fiduciaries act in good faith and in the best interests of the Trust, excluding personal gain or the interests of third parties. Fiduciaries must avoid any conflicts of interest or self-dealing that could impair their ability to act solely for the benefit of the Trust.

§ 19.2 Prohibited Transactions and Conflict of Interest Restrictions

A Fiduciary shall not engage in any transaction or arrangement in which they have a personal interest that conflicts with the interests of the Trust. Such conflicts include, but are not limited to, situations where a Fiduciary's financial, familial, or professional interests may interfere with their impartiality in performing their duties.

§ 19.3 Disclosure of Conflicts of Interest

Each Fiduciary must promptly disclose to the other Trustee(s) any potential conflict of interest, including financial interests in any transactions, contracts, or arrangements involving the Trust. Disclosure must be made in writing or at a meeting of the Trustees, with the specifics of the conflict described in detail.

§ 19.4 Evaluation and Resolution of Conflicts

Any Fiduciary who identifies a potential or actual conflict of interest must notify the other Trustee(s) in writing or at a meeting, as soon as they become aware of the conflict. The notice should include sufficient details of the nature of the conflict, including the personal interest involved and any relevant circumstances. The Trustee(s) shall, in accordance with Section 715 of the N-PCL, evaluate whether the potential conflict interferes with the Fiduciary's ability to act in the best interests of the Trust.

§ 19.5 Recusal and Disqualification Procedures

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A Fiduciary with a conflict of interest must recuse themselves from any discussions or decision-making related to the matter in question. The affected Fiduciary shall not vote or influence any decision that directly or indirectly involves the conflict. In the case of a significant or material conflict, the affected Fiduciary may be disqualified from participating in the matter entirely. The Trustee(s) may, by majority vote, determine whether the Fiduciary should be disqualified or whether the conflict can be mitigated through other measures.

§ 19.6 Independent Review and Evaluation

In cases where a Fiduciary discloses a potential conflict, the Trustee(s) shall review the situation and, if necessary, seek an independent evaluation of the transaction or arrangement in question. This review may involve an independent legal or financial advisor to ensure that the decision made is in the best interests of the Trust and complies with the Fiduciary duties under Sections 717 and 720 of the N-PCL and Section 8-1.4 of the EPTL.

§ 19.7 Approval of Transactions Involving Conflicts of Interest

If a Fiduciary's conflict of interest does not automatically disqualify them from participation, the Trustee(s) must carefully review the proposed transaction or arrangement to determine whether it is in the best interests of the Trust. In accordance with Section 715 of the N-PCL, the Trustee(s) may approve a transaction involving a conflict of interest only if it is determined to be fair, reasonable, and in the best interests of the Trust. The approval must be made by a majority of the disinterested Trustee(s), with the conflicted Fiduciary recused from voting.

§ 19.8 Documentation and Record-Keeping

All actions taken by the Trustee(s) in addressing a conflict of interest shall be fully documented in the minutes of the meeting, including the nature of the conflict, the procedures followed, and the outcome of any discussions or decisions. If any transaction involving a conflict of interest is approved, the rationale for such approval must be clearly documented to ensure transparency and compliance with applicable laws.

§ 19.9 Periodic Review and Training

The Trustee(s) shall periodically review the Trust's Conflict of Interest Policy to ensure its effectiveness and to ensure that no Fiduciary is engaging in self-dealing or other activities that could impair the Trust's integrity. The Trustees will also provide ongoing training to Fiduciaries to help them understand their obligations under this policy and the legal framework of the Trust.

§ 19.10 Dual Role: Trustee and Grantor as the Same Person

If the Trustee and the Grantor are the same individual, the following additional provisions shall apply to mitigate potential conflicts of interest:

- (a) The individual serving as both Trustee and Grantor must uphold their fiduciary duties to the Trust and act solely in the best interest of the Trust and its beneficiaries, irrespective

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of their personal interests. The dual role does not diminish the Trustee's obligation to act impartially and avoid situations of self-dealing.

- (b) The Trustee/Grantor must disclose any potential or actual conflicts of interest that may arise from their dual role. These disclosures must be made in writing and provided to any co-trustees or independent advisors. All conflicts related to this dual role should be thoroughly documented, and steps must be taken to resolve them promptly.
- (c) Given the dual role, the Trustee/Grantor should consider involving independent advisors, co-trustees, or judicial oversight when making significant decisions that could benefit the Trustee/Grantor personally or conflict with the Trust's obligations. Court approval may be sought for transactions that may be perceived as self-dealing or where personal interests could potentially interfere with the Trustee's duties.
- (d) If the Trustee/Grantor is involved in a transaction that benefits them personally or otherwise creates a conflict, such a transaction should be reviewed by independent parties, and the Trustee/Grantor may be required to seek court approval. The transaction should only proceed if determined to be fair, reasonable, and in the best interest of the Trust, with full transparency and documentation.

ARTICLE TWENTY: Indemnification

§ 20.1 Limitations on Indemnification

To the fullest extent permitted by applicable law, including but not limited to Section 8-1.4 of the New York Estates, Powers, and Trusts Law (EPTL) and Section 720 of the New York Not-for-Profit Corporation Law (N-PCL), the Trust shall indemnify and hold harmless each Trustee, Officer, and any other person serving as a Trustee, Officer, or in any other capacity at the direction of the Trust (each, an "Indemnitee"), from and against any and all claims, demands, causes of action, suits, judgments, damages, losses, liabilities, costs, and expenses (including, but not limited to, reasonable attorneys' fees, court costs, and expenses of investigation) arising out of or in connection with any action, suit, or proceeding, or any claim, demand, or liability, asserted or incurred by reason of the fact that such Indemnitee is or was serving in such capacity, except as otherwise provided in the Section hereof.

- (a) The indemnity provided by this Section shall apply to all claims and liabilities whether incurred in an action by or in the right of the Trust or otherwise, except in cases of fraud, gross negligence, willful misconduct, or a breach of fiduciary duty as defined under applicable New York law, including but not limited to the fiduciary duties set forth in Section 8-1.4 of the EPTL and Sections 715 and 717 of the N-PCL. Indemnification shall extend to the actions of Trustees and Officers who act in good faith and in a manner reasonably believed to be in the best interest of the Trust.
- (b) In the event that any Indemnitee is involved or threatened with involvement in any action, suit, proceeding, or claim, the Trust shall promptly advance the Indemnitee's legal expenses, including reasonable attorneys' fees and court costs, incurred in defending such action or claim, upon receipt of an undertaking from the Indemnitee to repay such advances if it is subsequently determined that the Indemnitee is not entitled to indemnification under this Section. Such advancement of expenses shall be in

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accordance with Section 721 of the N-PCL and the relevant provisions of Section 8-1.4 of the EPTL.

- (c) The indemnification provided for in this Section shall be deemed to be an obligation of the Trust and shall be enforceable by the Indemnitee in any court of competent jurisdiction, including under New York Civil Practice Law and Rules (CPLR), Section 3019.
- (d) The Trust may, but shall not be required to, purchase and maintain insurance covering the indemnification obligations of the Trust or indemnification provided for in this Section, in such amounts and on such terms as the Trustees deem appropriate, pursuant to Section 726 of the N-PCL and Section 8-1.4 of the EPTL, which allows for such insurance in the context of charitable and not-for-profit organizations.
- (e) No Trustee, Officer, or other person serving in any capacity on behalf of the Trust shall be personally liable to the Trust, or any third parties for any acts, omissions, or decisions made in good faith while exercising their powers or fulfilling their duties under this Trust Agreement, except in cases involving fraud, gross negligence, willful misconduct, or breach of fiduciary duty as defined under applicable New York law, including but not limited to Sections 715 and 717 of the N-PCL and Section 8-1.4 of the EPTL. Trustees and Officers shall not be held liable for any action taken in good faith reliance on the advice of counsel, accountants, or other professional advisors.
- (f) In the event of a claim or cause of action against an Indemnitee for acts or omissions committed in their official capacity, such Indemnitee shall not be liable for any damages beyond the amount of assets held in the Trust at the time of the alleged breach, except for any punitive or consequential damages that may arise from the actions of the Indemnitee in bad faith, as provided under New York law, including but not limited to the principles established in New York General Obligations Law (GOL), Section 5-701.
- (g) No Trustee, Officer, or Indemnitee shall be held personally liable for any actions or omissions taken in good faith reliance on the advice of counsel, accountants, or other professional advisors, provided that such reliance was reasonable and in accordance with applicable legal standards under New York law, including as reflected in the fiduciary duties of Trustees and Officers in Sections 715 and 720 of the N-PCL and Section 8-1.4 of the EPTL.
- (h) The liability of any Trustee, Officer, or Indemnitee shall be limited solely to the assets of the Trust and shall not include any personal or non-Trust property or assets of such individual unless otherwise required by law. This limitation is consistent with Section 701 of the N-PCL and Section 8-1.4 of the EPTL, which limit personal liability for Trustees and Officers in charitable trusts.

ARTICLE TWENTY-ONE: Miscellaneous Provisions

§ 21.1 Complete and Exclusive Agreement

This Irrevocable Trust Agreement, including all exhibits and schedules, constitutes the complete and exclusive agreement between the Grantor and Trustee with respect to the subject matter hereof and supersedes all prior and contemporaneous agreements, understandings, and representations, whether written or oral, related to the subject matter.

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§ 21.2 Amendments and Waivers

As this is an Irrevocable Trust, no provision of this Trust Agreement may be amended, modified, or revoked by the Grantor.

§ 21.3 Severability

If any provision of this Trust Agreement is deemed invalid, illegal, or unenforceable by a court of competent jurisdiction, such provision shall be modified or replaced with a valid, enforceable provision that most closely reflects the intent of the original provision. The remainder of this Trust Agreement shall remain in full force and effect.

§ 21.4 Force Majeure

No Trustee or Grantor shall be held liable for failure or delay in the performance of their duties under this Trust Agreement due to events or circumstances beyond their reasonable control, including but not limited to natural disasters, acts of war, governmental regulations, labor disputes, or other unforeseeable events. In such cases, the affected party shall promptly notify the other party and make reasonable efforts to mitigate the delay or failure.

§ 21.5 Governing Law and Jurisdiction

This Irrevocable Trust Agreement shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to its conflict of laws principles. Any legal actions or proceedings related to this Agreement shall be brought exclusively in the courts located in New York County, New York, and the parties hereby consent to the jurisdiction of such courts.

§ 21.6 Dispute Resolution and Arbitration

In the event of a dispute arising under or relating to this Irrevocable Trust Agreement, the parties agree to first attempt to resolve the dispute through good-faith negotiations. If the dispute cannot be resolved within thirty (30) days, the dispute shall be submitted to binding arbitration under the rules of the American Arbitration Association. The decision of the arbitrator(s) shall be final and binding upon the parties. Any arbitration proceeding shall be held in New York County, New York, and the prevailing party in any arbitration shall be entitled to recover reasonable attorney's fees and costs.

§ 21.7 Assignment, Transfer, and Delegation

Except as provided in this Trust Agreement, the rights and obligations under this Trust Agreement may not be assigned, transferred, or delegated by any party without the prior written consent of the other parties. In the event of the death, incapacity, or resignation of a Trustee, a successor Trustee shall be appointed in accordance with the terms of this Trust Agreement.

§ 21.8 Confidentiality

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All parties involved in this Irrevocable Trust Agreement shall keep confidential any information related to the Trust's administration, except as required by law or as necessary to administer the Trust or fulfill fiduciary duties. No party shall disclose confidential information without the prior written consent of the Grantor or Trustees, unless required by law or court order.

§ 21.9 Headings and Subheadings

The headings and subheadings used in this Irrevocable Trust Agreement are for convenience and reference only and shall not affect the interpretation or construction of any provision herein.

§ 21.10 Execution in Counterparts

This Irrevocable Trust Agreement may be executed in multiple counterparts, each of which shall be considered an original, and all of which together shall constitute one and the same document. Signatures transmitted electronically (e.g., by email, fax, or electronic signature) shall be considered valid and binding for all purposes.

§ 21.11 Execution and Validity

Notwithstanding the termination or distribution of the Trust, the obligations, indemnities, and other provisions that by their nature should survive the Trust's termination, including but not limited to confidentiality and dispute resolution provisions, shall survive and remain in full force and effect.

§ 21.12 Irrevocability and Relinquishment of Control

The Grantor acknowledges and affirms that this Trust is irrevocable and cannot be amended, modified, or revoked by the Grantor except as expressly permitted under the terms of this Agreement and applicable law. Upon the execution of this Irrevocable Trust Agreement, the Grantor has relinquished all control, ownership, and interest in the assets transferred to the Trust, which shall be administered solely by the Trustees in accordance with the terms and provisions herein.

Any reference to the "Grantor" or "Trustee(s)" includes their respective heirs, legal representatives, and successors.

SCHEDULE A: Inventory of Assets Held in Trust

1. Twenty (20) Paintings
2. Financial Institution: JPMorgan Chase Bank, N.A.

IN WITNESS WHEREOF, the Grantor and Trustee(s) have executed this Trust Agreement as of the day and year first written above.

Grantor:


Malcolm Cesar

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Date: 2/18/25

State: New York

Trustee(s): Malcolm Cesar
Malcolm Cesar

Date: 2/18/25

State: New York